

Company number 08389984

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ANGEL ACQUISITIONS LIMITED ("Company")

Date: 19 November 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1, 2, 3, 4 and 5 below are passed as ordinary resolutions (together, the **Resolutions**)

ORDINARY RESOLUTIONS

- 1 THAT the 87,010,000 A ordinary shares of £0 10 each in the share capital of the Company be sub-divided into 87,010,000,000 A ordinary shares of £0 0001 each and THAT the 66,990,000 B ordinary shares of £0 10 each in the share capital of the Company be sub-divided into 66,990,000,000 B ordinary shares of £0 0001 each (together, the "**Sub-Division**")
- 2 THAT 9,785,053 of the A ordinary shares of £0.0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as first fixed return shares of £0 0001 each having the rights and being subject to the restrictions set out in the articles of association of the Company adopted on the date of passing of this resolution ("**First Fixed Return Shares**") and THAT 7,533,624 of the B ordinary shares of £0 0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as First Fixed Return Shares
- 3 THAT 8,023,563 of the A ordinary shares of £0 0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as fourth fixed return shares of £0.0001 each having the rights and being subject to the restrictions set out in the articles of association of the Company adopted on the date of passing of this resolution ("**Fourth Fixed Return Shares**") and THAT 1,657,543 of the B ordinary shares of £0 0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as Fourth Fixed Return Shares
- 4 THAT 2,683,268 of the A ordinary shares of £0 0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as fifth fixed return shares of £0 0001 each having the rights and being subject to the restrictions set out in the articles of association of the Company adopted on the date of passing of this resolution ("**Fifth Fixed Return Shares**") and THAT 4,608,221 of the B ordinary shares of £0 0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as Fifth Fixed Return Shares

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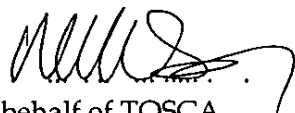
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- 5 THAT 86,989,056,116 of the A ordinary shares of £0 0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as deferred shares of £0 0001 each having the rights and being subject to the restrictions set out in the articles of association of the Company adopted on the date of passing of this resolution ("Deferred Shares") and THAT 66,975,852,612 of the B ordinary shares of £0 0001 each in the share capital of the Company arising on the Sub-Division be re-designated on a one-for-one basis as Deferred Shares


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the above resolutions on 19 November 2018, hereby irrevocably agrees to the Resolutions

Signed by 
for and on behalf of TOSCA
OPPORTUNITY by a member of
Toscafund Asset Management LLP in its
capacity as investment manager of TOSCA
OPPORTUNITY

MARTIN MCKAY
Member

Signed by 
for and on behalf of ACE EQUITY
HOLDCO (CAYMAN) LTD

MICHAEL DENNIS
Director

Date

19 December 2018

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to Mark Phillips / Mike Dennis, 10 Old Bailey, London, EC4M 7NG
 - **Post** returning the signed copy by post to Mark Phillips / Mike Dennis, 10 Old Bailey, London, EC4M 7NG
 - **Fax** faxing the signed copy to +44 8450 063 706 marked "For the attention of Mark Phillips / Mike Dennis"
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Ian.Ketchin@hclworkforce.com Please enter "Written resolutions dated 14 November 2018" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by 17 December 2018, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document