

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF  
SUNSHINE TOPCO LIMITED**

SIGNED AT: 13 Javik Row, Lodon, W15 2ET  
ON: [ 28 May ] 2019

**Decision to pass resolutions in writing**

**IT WAS NOTED THAT** on [ 28 May ] 2019 the directors of Sunshine TopCo Limited issued a notice to the member requesting that they consider, and, if thought fit, pass the undernoted resolutions.

It was accordingly **RESOLVED THAT** the following business be conducted in writing:

**Consideration of winding-up**

- 1 **IT WAS NOTED THAT** the effects of proposing the winding up of the Company were that:
  - (a) The directors' powers would cease once Joint Liquidators had been appointed, unless the Company in general meeting, or the Joint Liquidators, sanctioned their continuance.
  - (b) The Joint Liquidators would have no power to continue the Company's business, except for the purposes of the winding up.
- 2 **IT WAS NOTED THAT** the directors had already made a statutory Declaration of Solvency, and were aware of the penalties for making such a declaration without having reasonable grounds for their opinion that the Company would be able to pay its debts within the period specified in the declaration.
- 3 **IT WAS FURTHER NOTED THAT** the member had been provided with written statements confirming that Laura Waters and Robert Nicholas Lewis are qualified to act as Insolvency Practitioners and consent to act as Joint Liquidators.

**Winding up of the Company**

- 4 **IT WAS RESOLVED THAT** the following resolutions be passed as resolutions in writing, Nos 1 and 2 as special resolutions and Nos 3, 4, 5 and 6 as ordinary resolutions:

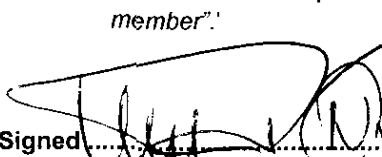
**Special resolutions**

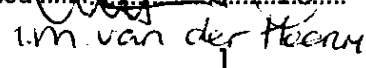
- 1 'THAT the Company be wound up voluntarily.'
- 2 'THAT, in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to:
  - (a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.
  - (b) Value any assets and determine how the distribution shall be carried out to the sole member.
  - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but the member shall not be compelled to accept any asset upon which there is a liability.'



### Ordinary resolutions

- 3 'THAT Laura Waters and Robert Nicholas Lewis of PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'
- 4 'THAT the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up, including those falling outside of statutory duties undertaken at the request of the members.'
- 5 'THAT the Company's books and records be held by General Atlantic Sunshine B.V. to the order of the Joint Liquidators, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after dissolution of the Company.'
- 6 'THAT the Certificate of Appointment of the Joint Liquidators together with the certificate copies of the resolutions passed herein, be signed by Rene Kern *"For and on behalf of the sole member"*.'

Signed.......... Rik van Velzen  
Managing Director B

[  ]  
For and on behalf of General Atlantic Sunshine B.V.

