

**WRITTEN RESOLUTIONS  
OF THE SHAREHOLDERS OF**

**Sebeco Topco Limited**

**Company Number 09090198  
(the "Company")**

26/03/ 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company (the "**Directors**") propose that resolution 1 be passed as an ordinary resolution and resolutions 2 and 3 be passed as special resolutions:

**ORDINARY RESOLUTION**

- 1 **THAT**, in accordance with section 551 of the 2006 Act, the Directors may offer, allot, issue, grant options of rights over up to.

- (A) 151,578 A ordinary shares of £0 01 each,
- (B) 26,037 B ordinary shares of £0 01 each,
- (C) 595 C ordinary shares of £1 00 each, and
- (D) 11,124,360 preference shares of £0 0000001 each,

WEDNESDAY



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provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or options or rights to be granted and the Directors may allot shares or grant options or rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

**SPECIAL RESOLUTIONS**

- 2 **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if article 12 of the Articles did not apply to any such allotment, provided that this power shall:

- i be limited to the allotment of equity securities up to an aggregate nominal amount of £2,380, and
- ii expire 5 years after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

- 3     **THAT** the articles of association of the Company be amended by deleting the existing definition of "**Rollover Securities**" in its entirety and replacing it with the following

*"Rollover Securities" means any A Ordinary Shares and Preference Shares either*

- (a) owned by a Leaving Shareholder or Former Employee immediately after the Adoption Date, or*
- (b) in the case of a Leaving Shareholder or Former Employee who became a Shareholder on 26/03/ 2015, acquired on 26/03/ 2015*

The above written resolutions were passed as written resolutions pursuant to Chapter 2 of Part 13 of the 2006 Act on the date shown above, the signatory being the sole shareholder of the Company

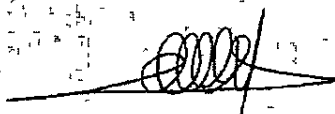
**Notes:**

- 1 These written resolutions have been proposed by the Directors
- 2 The circulation date of the written resolutions is the date stated on the front of the resolution (the “**Circulation Date**”)
- 3 Please signify your agreement to the written resolutions by signing against your name where indicated and entering the date on which you signed the document. You must signify your agreement to the proposed resolutions as follows: (i) by delivering by hand a signed copy to Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2RS, for the attention of Emma Gilks, or (ii) by sending by email a signed copy of the resolutions for the attention of Emma Gilks (email [egilks@reedsmith.com](mailto:egilks@reedsmith.com))
4. If you sign the document and return it to the Company without indicating whether you agree to the resolution, it will be assumed by the Company that you agree to the resolution being passed
- 5 If you return the document signed but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company
6. If not passed by the requisite majority of the total voting rights of the eligible members, this written resolution shall lapse on the date which is 28 days, from and including, the Circulation Date

# **AGREEMENT**

The undersigned, being the members of the Company entitled to vote on the above resolutions:

1. confirm that we have received a copy of the above written resolutions in accordance with sections 292 to 295 of the 2006 Act; and
2. hereby irrevocably resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the 2006 Act and the resolutions will take effect as special resolutions.

  
Signed by

Jill Travel S.à r.l. as holder of 313,092 A Ordinary Shares

acting by Gael Saury, G. Manager and authorized signatory

Date: 26 March 2015