

Company No. 09321264

**BREED REPLY INVESTMENTS LIMITED**  
(the "Company")

**Written resolutions of the Company pursuant to  
s.281 and Part 13 Ch 2 Companies Act 2006**

Circulation Date: 30 September 2019

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolutions which are proposed as special resolutions ("Special Resolutions").

**SPECIAL RESOLUTIONS**

- 1 That each of the A ordinary shares of £1.00 each in the capital of the Company be and is hereby sub-divided into 100 A ordinary shares of £0.01 each.
- 2 That each of the B ordinary shares of £1.00 each in the capital of the Company be and is hereby sub-divided into 100 B ordinary shares of £0.01 each.
- 3 That the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**Agreement to written resolutions**

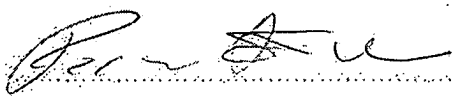
*Please read the notes at the end of this document before signifying your agreement to the written resolutions.*

The undersigned, a person entitled on the date set out above to vote on the written resolutions, irrevocably agrees to the Special Resolutions.

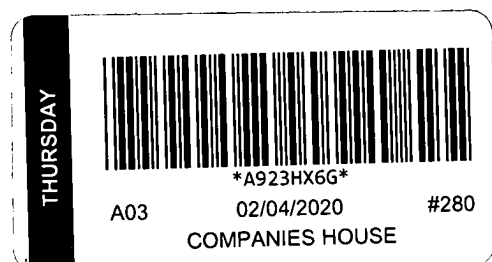
**Corporate members**

**SIGNED by**

for and on behalf of  
**REPLY S.P.A.**



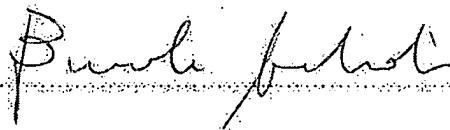
Date: 30 September 2019



**Individual members**

**SIGNED by EMANUELE  
EDOARDO ANGELIDIS**

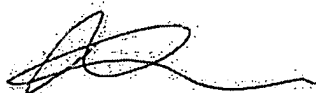
)  
)



Date: 30 September 2019

**SIGNED by RICHARD THOMAS  
ANSTEY HADDEN**

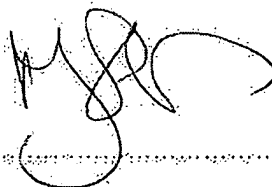
)  
)



Date: 30 September 2019

**SIGNED by TIMOTHY JAMES  
STONE**

)  
)



Date: 30 September 2019

## NOTES

### *Period for signifying agreement*

Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the written resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us during that period. Your agreement will be ineffective if received after that date.