

**Company number 09553031**

**SPECIAL RESOLUTION**

OF

**IH HOLDINGS INTERNATIONAL LIMITED** (the "**Company**")

Passed on 2 October 2018

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

**THAT:**

- (a) the articles of association in the form attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association;
- (b) each of the Series B shares of US\$0.01 each in the capital of the Company be and is hereby redesignated as an incentive share of US\$0.01 each in the capital of the Company and otherwise having the same rights and being subject to the same restrictions, as set out in the articles of association adopted pursuant to paragraph (a) of this Resolution (the "**New Articles**");
- (c) each of the 4,814,540 series A shares of US\$0.01 each in the capital of the Company registered in the name of Nortrust Nominees Limited (a/c W1Z01) be and is hereby redesignated as a series A1 share of US\$0.01 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles;
- (d) each of the 5,873,739 series A shares of US\$0.01 each in the capital of the Company registered in the name of Nortrust Nominees Limited (a/c W1X01) be and is hereby redesignated as a series A1 share of US\$0.01 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles;
- (e) in accordance with section 551 of the Companies Act 2006, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot series B preferred shares of US\$0.01 each in the capital of the Company ("**Series B Preferred Shares**") and/or series B1 preferred shares of US\$0.01 in the capital of the Company ("**Series B1 Preferred Shares**"), and to grant rights to subscribe for or to convert any security into Series B Preferred Shares and/or Series B1 Preferred Shares on and subject to such terms as the Directors may determine, up to an aggregate maximum nominal amount of US\$69,734 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 September 2023 save that the Directors may, before such expiry, make offers or agreements which would or might require shares to be allotted, or rights to subscribe for or convert securities into shares to be granted and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such



offers or agreements notwithstanding that the authority conferred by this Resolution has expired;

- (f) the authorities conferred by paragraph (e) do not replace and are in addition to any unexercised authorities previously granted to the Directors and are without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities; and
- (g) pursuant to Article 13.3 of the New Articles, the Directors be generally and unconditionally authorised to allot Series B1 Preferred Shares and Series B Preferred Shares and to grant rights to subscribe for or to convert any security into Series B1 Preferred Shares and Series B Preferred Shares pursuant to the authorities conferred by paragraph (e), as if Articles 13.3 to 13.5 (inclusive) of the New Articles did not apply to any such allotment.

Signed

A handwritten signature in black ink, appearing to read 'T. F. Darden II', is written over a horizontal line.

Thomas F Darden II, Director