

Compass Broker Networks Limited
(Registered in England and Wales with company number 10118181)
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation Date: 7 June 2019

The directors of the Company propose that the following resolutions (the "**Resolutions**") are passed as an ordinary resolution and a special resolution.

We, the undersigned, being the sole member of the Company who at the Circulation Date is entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the Resolutions, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

ORDINARY RESOLUTION

THAT all documents that are required to be entered into by or in relation to the Company, or the directors of the Company otherwise deem necessary or desirable, together with such variations or amendments (if any) as the directors of the Company in their sole and absolute discretion shall approve, and steps that are required to be taken by the Company (or the directors of the Company otherwise deems necessary or desirable) as a result of (or otherwise relating to):

- (1) the entry by the Company into a £83,000,000 facilities agreement between, among others, Bravo Investment Holdings 2 Limited as parent, Bravo Investment Holdings 3 Limited as company, Lucid Agency Services Limited as agent and Lucid Trustee Services Limited as security agent (the "**Senior Facilities Agreement**");
- (2) the entry by the Company into an intercreditor agreement between, among others, Bravo Investment Holdings 2 Limited as parent, Bravo Investment Holdings 3 Limited as company, Bravo Investment Holdings Limited as original subordinated creditor, Lucid Agency Services Limited as agent and Lucid Trustee Services Limited as security agent (the "**Intercreditor Agreement**");
- (3) the entry by the Company into a debenture between the Company and other members of the Group as Original Charging Companies (as defined therein) and Lucid Trustee Services Limited as security agent (the "**Debenture**");
- (4) the Transactions (as defined in the board minutes of the directors of the Company, a copy of which is attached) and any other agreement, document, notice, certificate, letter or amendment to be entered into pursuant to, or in connection with the Transactions;
- (5) the giving of the guarantee and security by the Company is in the best interests of the Company's business and the entry by the Company into the proposed transaction substantially on the terms set out in the Senior Facilities Agreement is to the commercial benefit and advantage of the Company,

in each case shall hereby be approved and, to the extent necessary, ratified.



SPECIAL RESOLUTION

THAT the provisions of the articles of association of the Company (the “**Articles**”) be altered as follows. The following article shall be inserted:

“56 Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration of shares, whether or not fully paid, where such transfer is:

- (A) to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a “**Secured Institution**”), or to any nominee of such a Secured Institution;*
- (B) executed by a Secured Institution or its nominee , pursuant to a power of sale or other power under any security document;*
- (C) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or*
- (D) delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution,*

and furthermore notwithstanding anything to the contrary contained in these Articles any present or future lien on shares which the Company has or any other restrictions on or conditions applicable to the transfer of shares contained in these Articles or otherwise shall not apply in respect of any shares which have been charged by way of security to a Secured Institution or which are transferred in accordance with the provisions of this Article.”

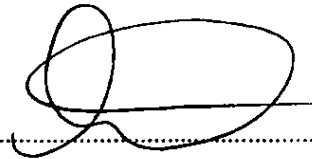
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The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by:

For and on behalf of Compass Broker Holdings Limited

Date:

A handwritten signature in black ink, consisting of a large, stylized loop followed by a horizontal stroke, positioned above a dotted line.

7 June 2019

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and return it to the Company by delivery to **Latham & Watkins LLP**, acting on behalf of the Company.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by midnight on the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before this time.
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.