

PRIVATE COMPANY LIMITED BY SHARES  
SHAREHOLDERS' WRITTEN RESOLUTIONS

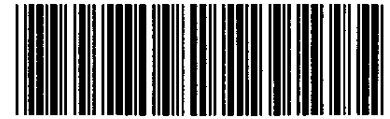
of

TIGER TOPCO 1 LIMITED

(Company No: 10500425) (the "Company") on

31/08/2018 (the "Circulation Date")

SATURDAY



A27 \*A7EKA0A8\* 15/09/2018 #271  
COMPANIES HOUSE

**BACKGROUND**

1. The board of directors of the Company have become aware of a technical issue in respect of distributions made to the holders of preference shares of £0.0000001 each in the capital of the Company on 3 November 2017 by way of dividend in the amount of £8,645,419 and by way of a partial redemption of the Company's preference share capital in the amount of £104,958,250 in each case paid pro rata to the number of preference shares held by each preference shareholder (the "**Relevant Distributions**").
2. The Act provides that a company may pay a dividend out of its distributable profits as shown in its relevant accounts (as defined in the Act). Similar requirements relate to the redemption by a company of its own shares.
3. Prior to paying any dividend or redeeming its own shares, the Company should have ensured that at all times it had the requisite level of distributable profits. Where a company's annual accounts show insufficient distributable profits to make a distribution, a company may make a distribution by reference to interim accounts (as defined in the Act).
4. At the time the Company made each Relevant Distribution, it had prepared interim accounts showing "realised profits" available for distribution; however the reference to "realised profits" was in fact a reference to profits created by a reduction of capital by way of a reduction of the Company's preference share premium account, which had not taken place at the time the Relevant Distributions were made. Accordingly, the Company did not have "realised profits" from which to make each of the Relevant Distributions and they were, regrettably, made by the Company otherwise than in accordance with the Act.
5. The Company had been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Act, it may have claims against its preference shareholders who were recipients of the Relevant Distributions and against persons who were directors of the Company at the time of the payment of the Relevant Distributions.
6. The board of directors confirm that the Company has no intention of bringing any such claims.
7. The directors of the Company are proposing to approve certain actions to put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the Act. In connection with these actions at board level, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as special resolutions ("**Resolutions**").

**SPECIAL RESOLUTIONS**


1. That the preference share premium account of the Company be reduced by £117,745,429 and the amount by which the preference share premium account is so reduced be credited to the Company's profit and loss reserve (the "**Capital Reduction**").


2. That the relevant distributable profits of the Company created as a result of the Capital Reduction be appropriated to the payment of the Relevant Distributions by reference to the date on which the Relevant Distributions were made.
3. Any and all claims which the Company has or may have arising out of or in connection with the Relevant Distributions against the holders of preference shares be waived and released and that the Company's entry into a deed of release with its holders of preference share capital to waive and release those shareholders who appeared on the Company's register of members on the date of (i) the declaration by the Company of an interim dividend in the amount of £8,645,419 and (ii) the a partial redemption of the Company's preference share capital in the amount of £104,958,250 in each case paid pro rata to the number of preference shares held by each preference shareholder, being [3] November 2017 (the "**Relevant Distributions**") be hereby authorised and any director in the presence of a witness or any two directors or any director and the company secretary be authorised to execute the deed of release as a deed for and on behalf of the Company.
4. Any and all claims which the Company has or may have arising out of or in connection with the Relevant Distributions against each of its directors (whether past or present) be waived or released and that the Company's entry into a deed of release with those of its directors who were directors of the Company at the time of the Relevant Distributions to waive and release any rights of the Company to make claims against such directors in respect of the Relevant Distributions be hereby authorised and any director in the presence of a witness or any two directors or any director and the company secretary be authorised to execute the deed of release as a deed for and on behalf of the Company.

#### AGREEMENT

Please read the notes at the end of this document and note the Solvency Statement appended hereto before signifying your agreement to the Resolutions.

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

  
 .....  
**Stéphane Lachance**  
 signed for and on behalf of  
**Tiger VI Investment S.à r.l.**

  
 .....  
**James McGill**  
**Manager**

Date: *7 September* 2018

.....  
 signed  
 Name:

Date: 2018

.....  
 signed  
 Name:

Date: 2018



signed

Name: A. B. LOTT

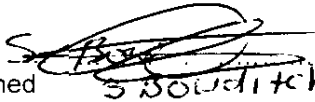
Date: 31 August 2018



signed

Name: J. P. A. FIREBRACE

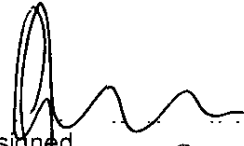
Date: 31 August 2018



signed

Name:

Date: 31.8 - 2018



signed

Name: G. S. BARNES

Date: 31.8.18 2018



signed

Name: M. GILLOGHLY

Date: 31/8/2018 2018

signed

Name:

Date: 2018

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Jodie Woollin, Proskauer Rose (UK) LLP, 110 Bishopsgate, EC2N 4AY.

Post: returning the signed copy by post to Jodie Woollin, Proskauer Rose (UK) LLP, 110 Bishopsgate, EC2N 4AY, United Kingdom.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Jodie Woollin at "jwoollin@proskauer.com".

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by the date falling 15 days after the date of the Solvency Statement appended hereto, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.