

Company Number: 11120110

GATES UK FINANCE LIMITED (the “Company”)

Written Resolution of the Members of the Company in accordance with the articles of association of the Company

Circulation Date: 22 November 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), the directors of the Company propose that the resolution below is passed as an ordinary resolution (the “Ordinary Resolution”).

To be passed, the Ordinary Resolution must be passed by members representing a simple majority of the total voting rights of eligible members.

ORDINARY RESOLUTION

1. THAT, the directors be and are generally and unconditionally authorised, for the purposes of section 551 of the Act and articles 23 and 24 of the articles of association of the Company (the “Articles”), to exercise all the powers of the Company to allot two ordinary shares of USD 1.00 each PROVIDED THAT: (i) the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be USD 2.00; (ii) this authority shall expire (unless previously revoked, varied or renewed) on 31 December 2019; and (iii) this authority shall be in addition to, and without prejudice to, any other subsisting authority under section 551 of the Act or the Articles previously granted and in force on the date on which this resolution is passed.

AGREEMENT

Please read the notes accompanying this document before signifying your agreement to the **resolution**.

The undersigned being the sole eligible member of the Company entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the resolution as indicated above.



Step 11.1

DocuSigned by:
Marc Swanson
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for and on behalf of
Finco Omaha Ltd

Date: 22 November 2019