

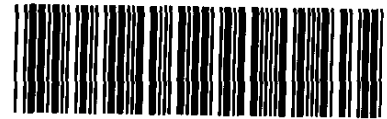
Company No. 11349793

The Companies Act 2006

Private Company Limited by Shares

**Written Resolution
of
Legion UK Bidco Limited
(the "Company")**

TUESDAY



A24 *A7J48W9N* 20/11/2018 #44
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolutions below are passed by the members of the Company as special resolutions (the "Resolutions").

We, the undersigned, being entitled as at 15 November 2018, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE THAT** the following Resolutions be passed as written resolutions having effect as special resolutions of the Company:

Special Resolutions

1. That the Company enters into:

- (a) an accession letter to be entered into between the Company, Cidron Legion Bidco AB and Swedbank AB (publ) as facility agent (the "**Facility Agent**"), pursuant to which the Company will accede to the multicurrency term and revolving facilities agreement dated 17 January 2018 (as amended 9 March 2018 and as further amended, restated, amended and restated and/or supplemented from time to time) between, among others, Cidron Legion Bidco AB as company, original borrower and original guarantor, Skandinaviska Enskilda Banken AB (publ) and Swedbank AB (publ) as arrangers and original lenders and Swedbank AB (publ) as facility Agent and security Agent (the "**Facilities Agreement**");
- (b) an accession agreement to be entered into between the Company and Swedbank AB (publ) as security agent, pursuant to which the Company will accede to the Intercreditor Agreement (as defined in the Facilities Agreement) as an Obligor (as defined in the Intercreditor Agreement); and
- (c) a share charge to be entered into between Swedbank AB (publ) as security agent and the Company as chargor in respect of the Company's shares in Mobile Windscreens Limited (reg. no. 01370175),

the documents set out in paragraphs (a) to (c) (both inclusive) above are, together with any agreement, document, deed, request (including any utilisation request), power of attorney, registration form, notice (including any selection notice), letter, memorandum, acknowledgement, instrument, statement and certificate (including any promissory notes) as may be ancillary, necessary, required or useful, to be issued or entered into by the Company, under or in connection with the transactions contemplated by any of the documents listed above, referred to as the "**Transaction Documents**".

- 2. That the Company approves the terms of, the transactions contemplated by, and the execution, delivery and performance of, the Transaction Documents to which the Company is to become a party.**

3. That the entry by the Company into the proposed transactions substantially on the terms set out in the Transaction Documents is in the commercial interests of the Company and to its commercial benefit and will promote the success of the Company for the benefit of its members as a whole.
4. That these resolutions have effect notwithstanding any provision of the Company's articles of association.
5. That the articles of association of the Company be amended as follow:

A new article 75 be inserted as follows:

"Notwithstanding any other provision contained in these Articles or the Companies Act 2006 to the contrary the Directors and/or the Company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact."

Date of circulation: 15 November 2018

For and on behalf of Ryds Bilglas AB

15-11-18
Date of signature

For and on behalf of Nicola Coetsee

15-11-18
Date of signature

For and on behalf of Martyn Bennett

Date of signature

15-11-18
Date of signature

For and on behalf of Phil Lomas

15-11-18
Date of signature

For and on behalf of Martin Hubschmid

For and on behalf of Legion UK Bidco Limited

3. **That the entry by the Company into the proposed transactions substantially on the terms set out in the Transaction Documents is in the commercial interests of the Company and to its commercial benefit and will promote the success of the Company for the benefit of its members as a whole.**
4. **That these resolutions have effect notwithstanding any provision of the Company's articles of association.**
5. **That the articles of association of the Company be amended as follow:**

A new article 75 be inserted as follows:

"Notwithstanding any other provision contained in these Articles or the Companies Act 2006 to the contrary the Directors and/or the Company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact."

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For and on behalf of Phil Lomas

Date of signature

For and on behalf of Martin Hubschmid

Date of signature

For and on behalf of Legion UK Bidco Limited

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 the following method:

(a) **E-mail:** by attaching a scanned copy of the signed document to an e-mail, entering "Written Resolution" in the subject line and sending it to alexander.berlinjarhamn@whitecase.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 given, your agreement to the Resolutions may not be revoked.
3. Unless, by (and including) the expiry of the period being 28 days from the date of these Resolutions, 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.