

Company number: 12443736

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
TWENTY20 CAPITAL BIDCO1 LIMITED
(the "Company")**

Circulation date: 2 March

2020

Under Chapter 2 of Part 13 Companies Act 2006 (the Act), the following resolutions are proposed as ordinary or special resolutions of the Company (as indicated):

SPECIAL RESOLUTIONS

1. **THAT**, the articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company including the relevant provisions of the company's memorandum of association which, under section 28 of the Act, are treated as provisions of the Company's articles of association.
2. **THAT**, subject to and conditional on the passing of the resolution numbered 4 in this written resolution and in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered to allot equity securities (as defined in section 560 Companies Act 2006) under the authority conferred on them by resolution numbered 4 in this written resolution as if the provisions of article 4 of the articles of association of the Company did not apply to that allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of that period, make an offer or agreement which would or might require equity securities to be allotted after that expiry and the directors may allot equity securities under that offer or agreement as if the power conferred by this resolution had not expired.

ORDINARY RESOLUTIONS

3. **THAT**, the sub-division and reclassification of the 1,000 ordinary shares of £0.10 each in the capital of the Company into 10,000 A ordinary shares of £0.01 each in the capital of the Company, those A ordinary shares having the rights and being subject to the obligations in the articles of association of the Company to be adopted under resolution 1 above, be authorised.
4. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised under section 551 of the Act to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (those shares and rights being together referred to as **Relevant Securities**) up to a total nominal value of £900 to those persons at the times and generally on the terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of that period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of that period and the directors of the Company may allot Relevant Securities under that offer or agreement as if the authority conferred by this resolution had not expired.

The person named below, being the sole person eligible to vote on the above resolutions on the circulation date, irrevocably agrees to each of those resolutions.



Tristan Ramus

Date: 2 March 2020

FRIDAY



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COMPANIES HOUSE

NOTE:

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy by post to the Company's registered office.

If you do not agree with 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. The resolutions above will lapse if the required majority of eligible members have not agreed to them by the end of the period of 28 days beginning with the circulation date above. If you agree to the resolutions, please ensure that your agreement reaches us before that 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.