

Company No. 00927051

FRIDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TDY LIMITED (the "Company")

7 December 2018

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

"THAT, the issued share capital of the Company be reduced from £4,300,002 to £1 by cancelling and extinguishing 4,300,001 of the issued ordinary shares of £1 each in the capital of the Company and the amount by which the share capital is so reduced be credited to a reserve."

"THAT, the share premium account of the Company be cancelled and the amount of the share premium account so cancelled, being £10,625,625, be credited to a reserve."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, the sole member entitled to vote on the Resolution on 7 December 2018, hereby irrevocably agrees to the Resolution.

Signed by ELLIOT DAVIS
For and on behalf of
TDY HOLDINGS LIMITED

Elliot D. Davis
Director

Date: 7 December 2018

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By hand or post:** delivering the signed copy to Susanne Pedersen, MWLAW Services Limited, 2nd Floor, 11 Pilgrim Street, London, EC4V 6RN.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to spedersen@mcguirewoods.com.
 - 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.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless by 3 January 2019, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this date.
- 4 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.