

No 05776685

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

TRAINLINE INVESTMENTS HOLDINGS LIMITED

Circulation date *4th September* 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "**Company**") propose that the following resolution (the "**Resolution**") is passed as a special resolution

SPECIAL RESOLUTION

THAT the share premium account of the Company be reduced by the sum of £84,608,217



For and on behalf of
**Exponent Private Equity
Founder Partner GP L.P
on behalf of
Exponent Private Equity
Partners LP**

Date 2013

For and on behalf of
**Exponent Private Equity
Founder Partner GP Limited
on behalf of
Exponent Private Equity
Co-Investment Partners L.P.**

Date 2013

**HarbourVest Partners
2004 Direct Fund L.P.**

By HarbourVest Partners 2004 Direct
Associates LLC
Its General Partner
By HarbourVest Partners, LLC
Its Managing Member

By _____
Managing Director

Date 2013

**HarbourVest International
Private Equity Partners V-Direct Fund L.P.**

By HIPEP V-Direct Associates L P
Its General Partner
By HIPEP V-Direct Associates LLC
Its General Partner
By HarbourVest Partners, LLC
Its Managing Member

By _____
Managing Director

Date 2013

For and on behalf of
**Equity Trust (Jersey Limited)
as trustee of the Trainline
Investments Holdings Limited
Employee Incentive Trust**

Date 2013

For and on behalf of
**Equity Trust Jersey Limited
(as nominee)**

Date 2013

For and on behalf of
**The Northwestern Mutual
Life Insurance Company**

Date 2013



Murray Hennessy

Date 6th September 2013

Jonathan Mitchell

Date 2013

Benjamin Pearson

Date 2013

John Kelly

Date 2013

Robert Parkinson

Date 2013

Doug McCallum

Date 2013

William Hopkins

Date 2013

Neil Murrin

Date 2013

Duncan Freke

Date 2013

Brian Waugh

Date 2013

Ian Chaplin

Date 2013

Greg Annis

Date 2013

Simon Keen

Date 2013

Irving Caplan

Date 2013

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to c/o Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL and marked for the attention of James Hamilton or by e-mail to james.hamilton@traverssmith.com
2. If by the date which is 28 days beginning with the Circulation Date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
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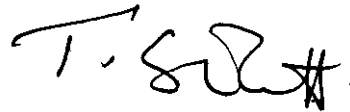
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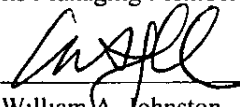
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Managing Director

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