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THE COMPANIES ACT 2006

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**WRITTEN RESOLUTION**  
of  
**CROWN ACQUISITION TOPCO LIMITED**  
(the "Company")

FRIDAY



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Circulation Date: 24 January 2019

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), we, the undersigned, being the sole eligible member of the Company and being entitled to receive notice of, and to attend and vote on, the resolutions on the above circulation date, **HEREBY AGREE AND RESOLVE:**

**Special Resolution**

**THAT** the share capital of the Company be reduced from £83,725 to £1 by:

1. cancelling and extinguishing 980,313 Class 'A' Ordinary Shares of £0.001 each;
  2. cancelling and extinguishing 1,302 Deferred Shares of £1.00 each;
  3. cancelling and extinguishing 16,254 Class 'B' Non-Voting Shares of £1.00 each;
  4. cancelling and extinguishing 28,366 Class 'B1' Ordinary Shares of £1.00 each;
  5. cancelling and extinguishing 4,118 Class 'B2' Ordinary Shares of £1.00 each;
  6. cancelling and extinguishing 17,539 Class 'B3' Ordinary Shares of £1.00 each;
  7. cancelling and extinguishing 9,854 Class 'B5' Ordinary Shares of £1.00 each;
  8. cancelling and extinguishing 5,037 Class 'B6' Ordinary Shares of £1.00 each;
  9. cancelling and extinguishing 211,267 Class 'C' Ordinary Shares of £0.001 each; and
  10. cancelling and extinguishing 62,773 Class 'D' Ordinary Shares of £0.001 each,
- together the "**Share Capital Reduction**"

**THAT** the share premium account of the Company be reduced from £731,677,293.73 to nil (the "**Share Premium Reduction**");


**THAT** the amounts by which the share premium account and the share capital accounts are so reduced be credited to a reserve of the Company;

**THAT** following the completion of the Share Premium Reduction and Share Capital Reduction, the Class 'B1' Ordinary Shares of £1.00 each be re-designated to Ordinary Shares of £1.00 each.

**AGREEMENT**

The undersigned, being the sole member of the Company and the only person entitled to vote on the Circulation Date of the Resolution, hereby irrevocably agrees to the above Special Resolution.

Signed by David Neenan, Director:



For and on behalf of:

Name of Shareholder:

**VAIL HOLDINGS UK LIMITED**

Date:

24 January 2019

**ACCOMPANYING STATEMENT TO THE WRITTEN RESOLUTION**

**of**

**CROWN ACQUISITION TOPCO LIMITED**

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Made pursuant to Chapter 2 of Part 13 Companies Act 2006

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1. You can choose to agree to all of the resolutions, but you cannot agree to only some of them. If you agree with the resolutions, please indicate your agreement by signing and dating the enclosed resolutions where indicated and return the signed resolutions to the Company using one of the following methods:
  - (a) Delivery by hand. Please return a signed copy of the resolutions to Claire Strover, Trans Union, 1 Park Lane, Leeds LS3 1EP.
  - (b) Delivery by post or courier. Please send a signed copy of the resolutions to Claire Strover, Trans Union, 1 Park Lane, Leeds LS3 1EP.
  - (c) Delivery by e-mail. Please attach a scanned copy of the signed resolutions to an e-mail and send it to Claire Strover at [Claire.strover@calcreditgroup.com](mailto:Claire.strover@calcreditgroup.com) with the email headed "Crown Topco Written Resolution 2019".
2. If, however, you do not agree to the written resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you are not able to revoke your agreement.
4. If the Company has not, within 28 days from and including the circulation date, received your agreement for the resolutions to be passed, the resolutions will lapse.
5. If you are signing the resolutions on behalf of a member under a power of attorney or other authority, please enclose a copy of the relevant power of attorney or authority when returning this document.