

To: BBD Topco S.à r.l. (the "**TDR Investor**")  
20, rue Eugène Ruppert  
L-2453 Luxembourg  
Grand Duchy of Luxembourg

To: BBD Holdings S.à r.l. ("**Equityco**")  
20, rue Eugène Ruppert  
L-2453 Luxembourg  
Grand Duchy of Luxembourg

From: The persons whose name and address are set out in the Schedule (each an "**NB Investor**" and together the "**NB Investors**")

30 July 2019

Dear Sirs

**Project Bluebird – Amendment of the Interim Equity Agreement**

1. We refer to the equity commitment letter entered into between the TDR Investor, Equityco and the NB Investors dated 26 June 2019 (the "**Interim Equity Agreement**"), pursuant to which the TDR Investor and the NB Investors set out the terms governing their relationship and conduct regarding the potential offer under the Takeover Code for the entire issued and to be issued share capital of BCA Marketplace plc between the date of the Interim Equity Agreement and the earlier of (i) the Effective Date; and (ii) the Co-Investment Agreement taking effect. Terms defined in the Interim Equity Agreement shall have the same meaning in this letter unless otherwise stated.
2. With effect from the date of this letter the Interim Equity Agreement shall be amended such that paragraph 2.1.2(iii) shall be deleted in its entirety and replaced with the following: "*would result in the NB Investor Commitment Amount being reduced to an amount that is less than one hundred and thirty million euro (€133,000,000.00).*"
3. The parties acknowledge and agree that the TDR Investor Equity Commitment Letter shall be amended to reduce the aggregate equity commitment thereunder to €632,595,701 once the requisite consent of Merrill Lynch International has been obtained.
4. The provisions of the Interim Equity Agreement shall, save as amended by this letter, continue in full force and effect.
5. The provisions of paragraph 8 of the Interim Equity Agreement shall be incorporated into this letter as if set out in full in this letter.

**In witness** whereof the parties have executed this letter on the day and year first hereinbefore mentioned.

**EXECUTED AND DELIVERED AS A  
DEED on behalf of BBD TOPCO S.À  
R.L.**

Name of witness: Elizabeth Thea

Address of witness: 20 Bentinck Street, London



Name of Director: Gary May

**EXECUTED AND DELIVERED AS A  
DEED on behalf of BBD HOLDINGS  
S.À R.L.**

Name of witness: Elizabeth Thea

Address of witness: 20 Bentinck Street, London



Name of Director: Gary May

**EXECUTED AND DELIVERED AS A DEED** on behalf of **NB Strategic Co-Investment Partners III Holdings LP**, signed by NB Strategic Co-Investment Associates III LP acting as its General Partner

Name of witness: Mary Ellen DiRuggiero



Matthew Wiener  
Authorized Signatory

EXECUTED AND DELIVERED AS A DEED on behalf of **NB PEP Holdings Limited**, signed by Langston Theis, its authorized signatory

Name of witness: Melinda Northrup



Langston Theis  
Authorized Signatory

**EXECUTED AND DELIVERED AS A DEED** on behalf of **NB Crossroads Private Markets Fund V Holdings LP**, signed by NB Crossroads PMF V GP LLC acting as its General Partner

Name of witness: Mary Ellen DiRuggiero



Matthew Wiener  
Authorized Signatory

**EXECUTED AND DELIVERED AS A DEED** on behalf of **NB Gemini Fund LP**, signed by NB Gemini Fund GP LP acting as its General Partner

Name of witness: Mary Ellen DiRuggiero



Matthew Wiener  
Authorized Signatory

**EXECUTED AND DELIVERED AS A DEED** on behalf of **NB Select Opps II MHF LP**, signed by NB Select Opportunities II GP LP acting as its General Partner

Name of witness: Mary Ellen DiRuggiero



Matthew Wiener  
Authorized Signatory



**EXECUTED AND DELIVERED AS A DEED** on behalf of **NB SOF IV Holdings LP**, signed by NB Secondary Opportunities Associates IV LP acting as its General Partner

Name of witness: Mary Ellen DiRuggiero



Matthew Wiener  
Authorized Signatory

EXECUTED AND DELIVERED AS A DEED on behalf of **Columbia NB Crossroads Fund II LP LP**, signed by Columbia NB Crossroads II GP LP acting as its General Partner

Name of witness: Mary Ellen DiRuggiero



Matthew Wiener  
Authorized Signatory

EXECUTED AND DELIVERED AS A DEED on behalf of NB Wildcats Fund LP, signed by NB Wildcats Fund GP LLC acting as its General Partner

Name of witness: Mary Ellen DiRuggiero



Matthew Wiener  
Authorized Signatory