

Company number 00462411
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
Marlowe Holdings Investments Limited (Company)
Dated. 29 October 2014

TUESDAY



A21 *A3MDPQ17* 09/12/2014 #2
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that

- Resolutions 1 to 4 below are passed as ordinary resolutions (together **Ordinary Resolutions**), and
- Resolutions 5 to 7 below are passed as special resolutions (**Special Resolutions**)

Ordinary Resolution (1)

THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £102,261,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

Ordinary Resolution (2)

THAT the restriction on the share capital of the Company contained in clause 5 of the Company's Memorandum of Association, as subsequently altered, be removed

Ordinary Resolution (3)

THAT, in accordance with section 617 of the 2006 Act, the Directors be generally and unconditionally authorised to consolidate its shares, or any of them, into shares of a larger amount

Ordinary Resolution (4)

THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to convert any fully paid up shares into stock of the same class as the shares which shall be so converted, and reconvert, such stock into fully paid up shares of the same class and of any denomination

Special Resolution (5)

THAT the restriction on the share capital of the Company contained in clause 6 of the Company's Articles of Association, as subsequently altered, be removed

Special Resolution (6)

THAT the restriction on the minimum number of members required for the purposes of a quorum contained in clause 62 of the Company's Articles of Association as subsequently altered so that the following sentence is added "If the Company has only a single shareholder, the quorum shall be such one qualifying person "

Special Resolution (7)

THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

- 1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £102,261,500, and
- 2 Expire on the fifth anniversary of the date this resolution passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

AGREEMENT

The undersigned, a person entitled to vote on the above resolutions on 29 October 2014, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolutions

A handwritten signature in black ink, appearing to read 'R D Goddard', written in a cursive style.

Signed by R D Goddard for and on behalf of Marlowe Holdings Limited
Dated the 29th day of October 2014