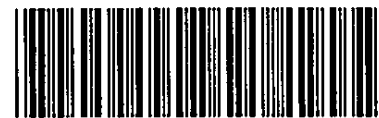


Company number 01399879

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COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF THE SHAREHOLDER OF**  
**UB Humber Limited (the "Company")**  
**passed on 16 July 2013 at 3 p.m.**

**A. ORDINARY RESOLUTIONS**

Unless otherwise here defined, capitalised words shall have the meaning given to them in the amendment and restatement agreement dated on or about the date hereof between, *inter alios*, Holdco, the Company and J P Morgan Europe Limited as Agent (the "**Amendment and Restatement Agreement**") in respect of:

- (i) the senior and second lien facilities agreement between, *inter alios*, Barclays Capital, the investment banking division of Barclays Bank PLC, and Goldman Sachs International and J.P. Morgan plc as Arrangers, J.P. Morgan Europe Limited as Agent, J.P. Morgan Europe Limited as Security Agent and the Company dated 10 December 2006 (as amended from time to time) (the "**Senior Facilities Agreement**"); and
- (ii) the intercreditor agreement between, *inter alios*, the Company, Holdco, certain other subsidiaries of Holdco as borrowers and guarantors, and J.P. Morgan Europe Limited as agent dated 14 December 2006 (as amended from time to time) (the "**Intercreditor Agreement**").

By written resolution dated 16 July 2013 the holder of all of the issued share capital of the Company agreed to the following resolutions being passed.

- 1 That having reviewed
  - (a) a draft form of the Amendment and Restatement Agreement amending and restating the Senior Facilities Agreement and the Intercreditor Agreement which attaches (i) the first amended Senior Facilities Agreement at schedule 2, (ii) the second amended Senior Facilities Agreement at schedule 3 and (iii) the amended Intercreditor Agreement at schedule 4;

- (b) the draft form of the debenture (the “**Debenture**”) to be entered into between the Company and the Security Agent in connection with the Amendment and Restatement Agreement, and
- (c) any and all letters (including side letters), utilisation requests, certificates, agreements, notices and other documents to be entered into in connection with the Amendment and Restatement Agreement.

(together, the “**Documents**”);

are hereby, approved.

- 2 that the terms of the transactions contemplated by and the execution, delivery and performance or adoption, as appropriate of the Documents are hereby approved,
- 3 that having considered the terms of the Documents it was concluded that the entry into by the Company of the Documents is to the commercial benefit and advantage of the Company and will promote the success of the Company for the benefit of the members as a whole, and
- 4. that the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents

## **B. SPECIAL RESOLUTIONS**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declare that the following special resolutions shall have effect as if passed by the Company in the general meeting duly convened and held.

That the articles of association of the Company be amended by inserting a new article 3 (B) after article 3(A) as follows:

*“(B) Notwithstanding anything otherwise provided in the Memorandum and Articles of Association (whether by way of or in relation to pre-emption rights, restrictions on, conditions applicable to, or discretions in relation to, share transfers, or otherwise), the directors shall immediately register any transfer of shares where the transferee certifies that such transfer arises from a mortgage, pledge or charge of, or any other security granted over, shares”*

Waleyn McCarty

For UB Overseas Limited