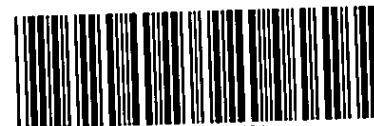


**Company number: 01840454**

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**SEMARA GROUP LIMITED**  
**(the "Company")**

**Circulation date: 21 April 2016**

THURSDAY



A15      "A56CXWK0"      #43  
05/05/2016  
COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are passed as ordinary and special resolutions of the Company

**ORDINARY RESOLUTION**

**THAT** the execution, delivery and performance of an amendment and restatement agreement to be made between (1) Johnson Service Group plc as company and borrower (2) the Guarantors (as defined therein and including, amongst others, the Company) (3) Santander UK PLC, Lloyds Bank plc and The Royal Bank of Scotland plc as arrangers (4) Santander UK PLC, Lloyds Bank plc and The Royal Bank of Scotland plc as lenders (5) Santander UK PLC, Lloyds Bank plc and The Royal Bank of Scotland plc as hedge counterparties (6) Lloyds Bank plc as facility agent and (7) Lloyds Bank plc as security agent in relation to a multicurrency revolving facilities agreement originally dated 21 February 2014 and as amended and restated on 24 April 2015, and the transactions contemplated therein are for the benefit of the Company and are hereby approved

**SPECIAL RESOLUTION**

- 1 **THAT** the Articles of Association of the Company be amended by the insertion of a new article 3A after the existing Article 3 as follows

**"3A (1) Company's Lien and Secured Institutions**

Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to any bank, institution or other person, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a **"Secured Institution"**)

**3A (2) Share Transfers and Secured Institutions**

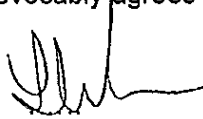
Notwithstanding any other provision of the Articles the directors shall not decline to register or delay in registering any transfer of any share where such transfer is -

- (i) to any bank or Secured Institution, or
- (ii) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

- (iii) executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise "

The undersigned, being the sole person eligible to vote on the above resolution on the circulation date hereby irrevocably agrees to that resolution



FOR AND ON BEHALF OF  
JOHNSON INVESTMENT LIMITED

Date 21 APRIL 2016

**NOTE**

The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution please ensure that your agreement reaches us before that date