

Company No. 2131552

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

GE CAPITAL TLS LTD

On 15 January 2013, the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006 (CA 2006)

SPECIAL RESOLUTION

That the articles of association of the Company be amended by

- (a) the deletion of all the provisions of the Company's memorandum of association which, by virtue of section 28 CA 2006, are deemed to be treated as provisions of the Company's articles of association,
- (b) the deletion of article 8 and the renumbering of subsequent articles,
- (c) the deletion, in article 85 (article 86 prior to the renumbering of articles referred to at (b) above), of the words "three nor more than fifteen in number" and the insertion of the words "one If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles",
- (d) the insertion after the words "unless so fixed at any other number shall be two" in article 115 (article 116 prior to the renumbering of articles referred to at (b) above), of the words "(or one if and so long as there is a sole director)", and
- (e) the deletion of articles 170 and 171 (articles 171 and 172 prior to the renumbering of articles referred to at (b) above) and insertion of the following new articles 170 and 171, respectively

"170 INDEMNITY OF OFFICERS AND FUNDING DIRECTORS' DEFENCE COSTS

- 170 1 To the extent permitted by the Companies Act 2006 (the "2006 Act") and without prejudice to any other indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company or of an Associated Company (other than any person (whether or not an officer of the Company or Associated Company) engaged by the Company or Associated Company as auditor in relation to his role as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities incurred by him in relation to the actual or purported execution and/or discharge of his

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duties or in relation to them provided that such indemnity shall not apply in respect of any liability incurred by him

- (a) to the Company or to any Associated Company, or
- (b) to pay a fine imposed in criminal proceedings, or
- (c) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising), or
- (d) in defending any criminal proceedings in which he is convicted, or
- (e) in defending any civil proceedings brought by the Company, or an Associated Company, in which judgment is given against him
- (f) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely
 - (i) Section 661(3) or (4) of the 2006 Act (acquisition of shares by innocent nominee), or
 - (ii) Section 1157 of the 2006 Act (general power to grant relief in case of honest and reasonable conduct)

170 2 To the extent permitted by the 2006 Act and without prejudice to any other indemnity to which he may otherwise be entitled, every person who is or was a director or officer of the Company acting as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities incurred by him in connection with the Company's activities as trustee of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him

- (a) to pay a fine imposed in criminal proceedings, or
- (b) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or
- (c) in defending criminal proceedings in which he is convicted

170 3 Without prejudice to article 170 1 or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the 2006 Act and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director or other officer with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 661(3) or (4) of the 2006 Act (acquisition of shares by innocent nominee) or section 1157 of the 2006 Act (general power to grant relief in case of

honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure, so long as if it is done under the terms as provided under section 205 of the 2006 Act

170 4 Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply the directors shall have power to purchase and maintain insurance, at the expense of the Company, for any director or other officer of the Company, or of an Associated Company, against any costs, charges, expenses, losses and liabilities as are mentioned in article 170 1 and article 170 2, in addition, including if they see fit, in connection with any negligence, default, breach of duty or breach of trust by him or otherwise

170 5 This article 170 shall only have effect in so far as its provisions are not avoided by section 232 of the 2006 Act

170 6 In this article 170, "Associated Company" has the meaning given in section 256 of the 2006 Act

171. LIABILITY OF MEMBERS

171 1 The liability of the members is limited to the amount, if any, unpaid on the shares held by them "



For and on behalf of
Oakwood Corporate Secretary Limited

Secretary