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COMPANIES ACT 2006

WRITTEN RESOLUTION

of

Corporate Travel Management (United Kingdom) Limited (the "**Company**")

Company number 02229894

JP

Circulation date. 28/12/ 2016

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company.

We, the undersigned, being the sole member of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolutions be passed as special resolutions, being for all purposes as valid and effective as if passed by us as special resolutions at a general meeting of the Company

- 1 THAT the Articles of Association of the Company be amended by the insertion of a new article to be numbered 16 in the following terms:

"21. TRANSFER OF SHARES AND PRE-EMPTION ON TRANSFER IN RELATION TO SECURITY HELD BY A SECURED INSTITUTION

21.1. Notwithstanding anything to the contrary contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer:

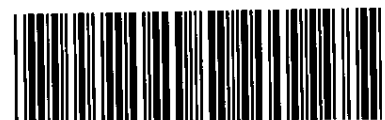
- (i) is to any bank or institution or other person to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person ("**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,

and the directors shall register any such transfer of shares forthwith following receipt

21.2. Notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not

21.3 Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution."

- 2 THAT the terms of each of the documents (the "**Documents**") listed in the Annexure to this written resolution and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.



Date: 28/12/2016 JP

SIGNED 

(For and on behalf of Corporate Travel Management (Europe) Limited)

JAMIE PHILLIPS

ANNEXURE

The following final form documents were produced to the meeting:

- (a) a common terms deed (the "**Common Terms Deed**") to be entered into between, amongst others, the Company as Original Guarantor and CBA Corporate Services (NSW) Pty Limited as Security Trustee (the "**Security Trustee**") such agreement incorporating a guarantee to be granted by the Original Guarantors;
- (b) an enforcement deed (the "**WAIL Enforcement Deed**") to be entered into between, amongst others, the Company as Guarantor and Obligor and the Security Trustee;
- (c) a security trust deed (the "**Security Trust Deed**") for the purposes of appointing the Security Trustee as security trustee to be entered into between, amongst others, the Company as Original Guarantor and the Security Trustee;
- (d) a debenture to be entered into by the Company in favour of the Security Trustee (the "**Debenture**"); and
- (e) a formalities certificate of the Company in relation to certain factual information and certifying certain documents in connection with the documents described above.