

**COMPANIES ACT 2006**

**WRITTEN RESOLUTION**

of

**ROMANS PROFESSIONAL SERVICES LIMITED** (the "Company")

Company number 02606388

Circulation date 2015

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 entitled to attend and vote at general meetings of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company

THAT the terms 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 24 July 2015

SIGNED



For and on behalf of

**The Romans Group (UK) Limited**

WEDNESDAY



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29/07/2015

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COMPANIES HOUSE

Notes to members

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
  - (a) by delivering it by hand or by posting it to c/o King and Wood Mallesons LLP, 10 Queen Street Place, London, EC4R 1BE marked for the attention of Helen Wang,
  - (b) by faxing it to 44 (0) 20 7111 2000 marked for the attention of Helen Wang, or
  - (c) by sending it as an attachment to an email at *helen.wang@eu.kwm.com*
- 2 A member's agreement to a written resolution, once signified, may not be revoked
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The resolution set out above must be passed prior to the date falling 28 days after the circulation date otherwise it will lapse
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

## ANNEXURE A

- 1 An amendment and restatement agreement which amends the facility agreement dated 3 October 2013 made between, amongst others, HSBC Bank plc and National Westminster Bank Plc as the Original Lenders, HSBC Corporate Trustee Company (UK) Limited as Security Agent, the Finance Parties as defined therein and the Company as the Obligor, as amended by an amendment letter dated 3 June 2015
- 2 a formalities certificate to be entered into by the Company in connection with the document listed in the paragraph above