

Company No 02874123

THE COMPANIES ACT 2006

WEDNESDAY



LD3 \*L2ZMLY3T\* #14  
15/01/2014  
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTIONS IN WRITING**

**of**

**Airwair (1994) Limited (the "Company")**

I, being the sole member of the Company who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions (of which the resolutions numbered 1 and 2 would otherwise be required to be passed as ordinary resolutions and the resolution numbered 3 would otherwise be required to be passed as a special resolution) (together the "**Resolutions**") by way of written resolution:

3 The articles of Association of the Company be amended as follows

- a by adding the following new article immediately after article 4 in the Company's Articles of Association:

"4 1 Notwithstanding anything contained in these Articles, the lien conferred by Article 4 of these Articles shall not attach to any shares which have been charged or mortgaged to any bank, institution or security agent by way of security by the Company's members."

- b by adding the following new article immediately after article 6 in the Company's Articles of Association:

**"6 1 Transfers to Secured Institutions**

Notwithstanding anything contained in these Articles, the directors shall not decline to register a transfer of any share in the Company and may not suspend registration of such shares where such transfer

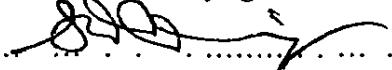
- i. is in favour of any bank, institution or security agent (or any nominee or nominees of such a bank, institution or security agent) to whom such shares are being transferred by way of security; or
- ii. is delivered to the Company for registration by any such bank, institution or security agent or its nominee in order to enforce its security over the shares, or
- iii. is duly executed by any such bank, institution or security agent (or any such nominee or nominees) to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) shall have been transferred as aforesaid, pursuant to the power of sale or other power under such security;

and a certificate by any official of such bank or institution that the shares are or are to be subject to such security shall be conclusive evidence of such facts "

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions on 9th January 2014 hereby irrevocably agrees to the Resolutions



For and on behalf of Airwair Limited

Date: 9th January 2014

**NOTES:**

- (1) You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Clifford Chance LLP acting on behalf of the Company.

If you do not agree to all of the Resolutions you do not need to do anything: you will not be deemed to agree if you fail to reply

- (2) Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- (3) Unless by 6<sup>th</sup> February 2014 sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.