

(Registered Number: 03076187)

PRIVATE COMPANY LIMITED BY SHARE

THE COMPANIES ACT 2006
WRITTEN RESOLUTIONS

of

WEDNESDAY



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A14

01/03/2017

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COMPANIES HOUSE

Written Resolutions of the Sole Shareholder of Morrison Data Services Limited (the
Company)

(Circulation Date: 21 FEBRUARY 2017)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that:

- resolutions 1 to 7 below are passed as ordinary resolutions (together the *Ordinary Resolutions*); and
- resolution 8 below is passed as a special resolution (the *Special Resolution*).

In these written resolutions, unless the context otherwise requires, words and expressions used shall have the meaning given to them in the draft minutes of a meeting of the Board of Directors of the Company appended to these written resolutions.

ORDINARY RESOLUTIONS

THAT:

1. the terms of and transactions contemplated by the documents listed (a) to (e) (inclusive) below and any ancillary documents to such documents (in each case with such amendments and modifications as any director or the secretary may in their absolute discretion approve) are hereby approved:
 - (a) the facilities agreement dated 20 September 2016 (as amended pursuant to amendment letters dated 12 October and 7 December 2016) between, among others, Thor Holdco Limited (*Holdco*) and Thor Bidco Limited (*Bidco*) as borrowers, HSBC Bank plc as agent (the *Agent*), HSBC Corporate Trustee Company (UK) Limited as security agent (the *Security Agent*) and the financial institutions named therein as lenders (the *Facilities Agreement*);
 - (b) the intercreditor agreement dated 20 September 2016 between Holdco, Bidco, the Agent and the Security Agent (the *Intercreditor Agreement*);

- (c) a draft accession letter to the Facilities Agreement and the Intercreditor Agreement between, among others, the Company and the Agent (the *Accession Letter*);
- (d) the security agreement dated 20 September 2016 between, among others, Holdco, Bidco and the Security Agent (the *Security Agreement*);
- (e) a draft accession letter to the Security Agreement between the Company, Holdco and the Security Agent (the *Accession Deed*); and
- (f) a draft formalities certificate to be executed by an authorised signatory of the Company in connection with the Facilities Agreement (the *Formalities Certificate*)

The Accession Letter, the Accession Deed and the Formalities Certificate are hereafter referred to as the *Documents*;

- 2. the entry into by the Company of the Documents and the performance of the transactions contemplated by them (including the granting of the relevant security and guarantees by the Company) is in the Company's best interests, for its benefit, conducive to the attainment of its strategic objectives and in furtherance of its business and would be most likely to promote the success of the Company for the benefit of its members as a whole;
- 3. the Company execute, deliver and perform its obligations under the Documents;
- 4. the directors and the secretary of the Company be and hereby are empowered, authorised and directed to approve the terms of and enter into the Documents and any related document on such terms as they may, in their absolute discretion, deem fit;
- 5. the Company be and is hereby authorised to execute, deliver and perform any other documents (the *Further Documents*) and to do all other acts or things as may be necessary to either (a) give effect to the Documents or which might otherwise be desirable in connection therewith or (b) give effect to the transactions contemplated by the Documents or which might otherwise be desirable in connection therewith;
- 6. the directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and any Further Documents as they shall deem necessary or appropriate, and
- 7. these resolutions have effect notwithstanding any provisions of the Company's articles of association.

SPECIAL RESOLUTIONS

THAT

- 8. the articles of association of the Company be altered by.
 - (a) adding a new Article 83 to read:

"83 OVERRIDING PROVISIONS

83.1 Notwithstanding any provision in these articles of association, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

83.1.1 is to any Secured Party; or

83.1.2 is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or

83.1.3 is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

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 Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer 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 consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of such shares referred to in Article 30.1.

83.2 For the purposes of this Article “**Secured Party**” means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf.

9. The objects clause of the memorandum of association of the Company shall be deleted.

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The undersigned, being the sole shareholder entitled to vote on the above resolutions on the Circulation Date specified above, hereby irrevocably votes in favour of the Ordinary Resolutions and the Special Resolution:

Al Henry

21 FEBRUARY 2017