

Company Number: 03209169

HCP HOLDINGS LIMITED

(the "Company")

WRITTEN RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") is passed as an ordinary resolution:

ORDINARY RESOLUTION

That, in accordance with section 551 of the Companies Act 2006, the directors of the Company are generally and unconditionally authorised to exercise any power of the Company to allot shares, and to grant rights to subscribe for, or to convert any security into, shares, provided that the maximum amount of shares that may be allotted under this authorisation is 23,040,224 ordinary shares of £0.20 each and that this authorisation will expire on 15 February 2017.

AGREEMENT

I, the undersigned, being a person entitled to vote on the Resolution, irrevocably agree to the Resolution.

Signed: 

Date: 29 November 2016

Innisfree Nominees Limited
(as nominee and on behalf
of Innisfree M&G PPP LP)

