

Company No 03592194

THE COMPANIES ACT 2006

WE CERTIFY the within to be a true copy of the original	
<i>Nabarro LLP</i>	
Dated	12 August 2014
File	NABARRO LLP
Ref	AC 84 Theobald's Road
H2937-42 London WC1X 8RW	

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HAWTHORNS EASTBOURNE LIMITED

(the Company)

11 August 2014 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company (**Directors**) propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the **Resolutions**) -

SPECIAL RESOLUTIONS

- 1 **THAT** the terms of and transactions contemplated by the following documents and the execution, delivery and performance of the same by the Company be and are hereby approved -
 - 1.1 a deed of guarantee and debenture (**Guarantee**) to be executed as a deed by the Company as guarantor in favour of the SIPL FINCO S A R L (**Lender**), and
 - 1.2 a debenture to be executed as a deed by the Company as chargor in favour of the Lender as chargee under which the Company would grant security over its rights, undertaking, property and assets to secure the liabilities under the **Guarantee**
- 2 **THAT** the articles of association of the Company (the "**Articles**") be and are hereby amended by the inclusion of the following article as the last article of the Articles and to be numbered accordingly

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

(a) is to any entity, bank or institution to which such shares have been charged by way of security, or to any nominee of such entity, bank or institution (a "**Secured Institution**"), or

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(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power 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 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 aforesaid 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 "

AGREEMENT

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

The undersigned was at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to the Resolutions -



For and on behalf of
Hawthorns Retirement UK Limited

11 August 2014
Date

Notes

If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

- **By Hand** delivering the signed copy to Phoebe Matthews, c/o Hill Hofstetter Limited, Trigen House, Central Boulevard, Blythe Valley Park, Solihull, B90 8AB,
- **Post** returning the signed copy by post to Phoebe Matthews, c/o Hill Hofstetter Limited, Trigen House, Central Boulevard, Blythe Valley Park, Solihull, B90 8AB,
- **Email** by emailing the signed copy to pmatthews@hillhofstetter.com

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

- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolutions to pass by the date falling 15 days from and including the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 5 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