

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MAXXIMA LIMITED

(the "Company")

Company Number 04197152

Circulation Date *06 MARCH* 2015

SATURDAY



A02 *A4CVE6T7* 01/08/2015 #144
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTIONS

1 THAT the articles of association of the Company be amended by the insertion of the following words at article 3 7

"3 7 Any lien on shares which the Company has shall not apply in respect of any shares that have been mortgaged or charged by way of security to a Secured Institution or to any nominee of such Secured Institution, or that are otherwise transferred in accordance with article 3 6 "

Agreement

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

The undersigned, being the only person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

For and on behalf of INDIGO
BIDCO LIMITED acting by
an authorised signatory

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Date *6 March 2015*

NOTES:

- 1 If you agree with the Resolution, 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
 - (A) **By Hand** delivering the signed copy to Katie Brown (and marked for her attention) at Jones Day, 21 Tudor Street, London EC4Y 0DJ
 - (B) **Post** returning the signed copy by post to Katie Brown (and marked for her attention) at Jones Day, 21 Tudor Street, London EC4Y 0DJ
 - (A) **By Fax** faxing the signed copy to 0207 039 5999 marked "For the attention of Katie Brown"
 - (B) **By Email** attaching a scanned copy of the signed document to an email and sending it to kbrown@jonesday.com
- 2 If you do not agree to the Resolution, 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 Resolution by signing above, you may not revoke your agreement
- 4 Unless by the expiry of the period of 28 days beginning with the Circulation Date of the Resolution, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 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