

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ASPERS (NEWCASTLE) LIMITED

(COMPANY NUMBER 04655461)

The following written resolutions were passed by the Company on 24 March 2016, which would otherwise be required to be passed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 6(b):

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares) shall not apply to any shares that have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") "

- 2 **THAT** the Articles be amended by inserting the following as a new Article 11(b)

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party "

- 3 **THAT** the Articles be amended by inserting the following as a new Article 13:

"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a Secured Party and where the transfer is or is to be

(a) to a Secured Party or its nominee, or

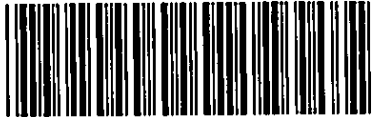
(b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts "

M. Kennedy
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Chairman

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FRIDAY THURSDAY



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