

**DISCOVERY GROUP EUROPE LIMITED (the Company)**

*(Registered in England - Company No 05029900)*

**WRITTEN RESOLUTION**

**SPECIAL RESOLUTION**

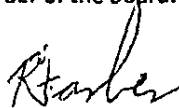
**15 December 2016**

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006 Words and expressions defined in or for the purposes of Part IV of that Act, or as defined in the Articles of Association of the Company, shall bear the same meanings when used in this resolution

**Special Resolution**

THAT the duty imposed on the directors as a result of Article 3(b) of the Articles of Association to offer shares to Members of the Company in proportion, as nearly as may be to the number of the existing shares held by them respectively, shall be disappled in respect of the issue of 10,000,000 shares of £1 each to Discovery Limited, an existing shareholder of the Company

By Order of the Board.



Director/Secretary

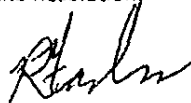
15 December 2016  
Date

**AGREEMENT**

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

The undersigned, being an eligible member of the Company entitled to vote on the Resolution on 15 December 2016, hereby irrevocably agrees to the Resolution

Signature



(for and on behalf of Discovery Limited)

Name and position

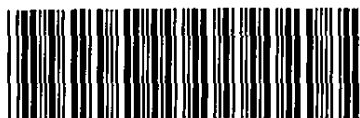
Richard Farber, Director

Date

15 December 2016

MONDAY

COMPANIES HOUSE



\*LSZOF12W\*

LD3

06/02/2017

#16

**DISCOVERY GROUP EUROPE LIMITED (the Company)**  
*(Registered in England - Company No.05029900)*

**WRITTEN RESOLUTION  
SPECIAL RESOLUTION**

**(Passed 15 December 2016)**

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On 15 December 2016, the following resolution was duly passed as a written resolution in accordance with section 283 Companies Act 2006 by the requisite majority of members of the Company

THAT the duty imposed on the directors as a result of Article 3(b) of the Articles of Association to offer shares to Members of the Company in proportion, as nearly as may be to the number of the existing shares held by them respectively, shall be disapplied in respect of the issue of 10,000,000 shares of £1 each to Discovery Limited, an existing shareholder of the Company



Director/Secretary

MONDAY

LD3

\*L5ZOF120\*  
06/02/2017

#15

## NOTES

- 1 If you agree with the Resolution, please indicate your agreement to it by signing and dating this document where indicated above and returning it to the Company in one of the following ways

- **By Hand** Delivery the signed copy to **3 More London Riverside, London SE1 2AQ**
- **Post** Returning the signed copy by post to **3 More London Riverside, London, SE12AQ**
- **Fax** Faxing the signed copy to +44 (0)20 7283 6500 marked "For the attention of Clive Weston"
- **Email** By attaching a scanned copy of the signed document to an e-mail and sending it to [clive.weston@nortonrosefulbright.com](mailto:clive.weston@nortonrosefulbright.com) Please enter "Written Resolution dated 15 December 2016" in the e-mail subject box

If you do not agree with the Resolution, you do not need to do anything as by failing to reply to this document, you will not be deemed to have agreed with the Resolution

- 2 Once you have indicated your agreement to the Resolution, you may not change your mind and revoke your agreement
- 3 In order for the Resolution to be passed, sufficient agreement must have been received by the Company by **15 December 2016**. If sufficient agreement has not been received by that date then the Resolution will lapse. If you do agree to the Resolution, please return this document to the Company as quickly as possible and do ensure your agreement reaches us before or during **13 January 2017**
- 4 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 names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the company under a power of attorney or to her authority, please send a copy of the relevant power of attorney or authority when returning this document