

**LIBRA GUARANTEECO LIMITED**  
(Company number 05324564)

COMPANIES HOUSE

(THE "COMPANY")

FRIDAY



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21/11/2014

#85

**WRITTEN RESOLUTIONS OF MEMBER**

**CIRCULATION DATE.** 12 November 2014

We, the undersigned, being the sole "eligible member" of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **RESOLVE** in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions as ordinary resolutions

- 1 **THAT** the terms of the transactions contemplated by the Documents (as defined in the draft minutes of the meeting of the board of directors of the Company annexed to these written resolutions (the "**Board Minutes**")) (and any other agreement or document in connection therewith) and the performance of the Company of its obligations under the Documents (and any other agreement or document in connection therewith) to which it is a party are hereby approved
- 2 **THAT** the entry into or performance by the Company of the Documents (and any other agreement or document in connection therewith) is in the best interests and for the corporate benefit of the Company
- 3 **THAT**
  - (a) any director of the Company (or in the case of any document to be executed by the Company under seal or as a deed, any director and the secretary of the Company or any two directors) be authorised to execute the Documents on behalf of the Company with such amendments thereto as such officer(s) or person shall in his absolute discretion think fit, and
  - (b) any director or the secretary of the Company, either singly or with any other director of the Company in the case of a deed, be authorised to execute and do all such acts deeds, documents, certificates and notices as he may consider expedient in connection with the accession, execution or performance by the Company to or of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith
- 4 **THAT** these resolutions shall have effect notwithstanding any provision of the Company's articles of association

**SPECIAL RESOLUTION**

**THAT** the Articles of Association of the Company be amended by

- (a) deleting the existing article 3 1 and replacing it with the following new article 3 1

"The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company Other than in accordance with article 3 3 below, no person shall be admitted as a member of the Company unless he is approved by the directors Every person who wishes to become a member shall deliver to the

Company an application for membership, in such form as the directors require, executed by him "

- (b) deleting the existing article 3 2 and replacing it with the following new article 3 2

"A member may at any time withdraw from the Company by giving notice in writing to the Company Other than in accordance with article 3 3 below, membership shall not be transferable and shall cease on death "

- (c) inserting a new article 3 3 as follows

"A person ("Security Institution") to whom a member (the "Relevant Member") has charged or assigned by way of security, its right, title and interest as a member of the Company (including under these Articles) or a nominee of such persons, or a purchaser of such right, title and interest may, following enforcement of such security, replace the Relevant Member as a member of the Company by giving notice in writing to the Company Notwithstanding anything else in these Articles, Table A or the Memorandum of Association of the Company, the directors will not take any steps to restrict or prevent the Security Institution, nominee or purchaser from becoming a member of the Company in accordance with this article 3 3 "

Signed by its duly authorised representatives

Signed



for and on behalf of

**LIBRA CARECO INVESTMENTS 2 LIMITED**

Date 12 November 2014

**NOTE**

Unless sufficient agreement has been received within the period of 28 days beginning with the Circulation Date, these resolutions will lapse If you agree to these resolutions, please indicate your agreement by signing this document where indicated above and return it to the Company within that period