

Company number 05374151

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION
of
ROSE DIAMOND D LEICESTER 2005 LTD
("Rose Diamond D")

Date: 18 December 2013

We, the undersigned being all the holders of the entire issued share capital of Rose Diamond D and, as such, all members entitled to attend and vote at general meetings of Rose Diamond D acting pursuant to the powers contained in the Articles of Association of Rose Diamond D and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolution as a special resolution to take immediate effect as if it had been passed as a Special Resolution at a general meeting duly convened and held:

SPECIAL RESOLUTION

THAT the Articles of Association of Rose Diamond D be amended by adding the following wording at the end of article 28.5:

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "**Secured Party**"); or
- (b) where such transfer is delivered to Rose Diamond D for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

, and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact."



ORDINARY RESOLUTIONS

1. **THAT** Rose Diamond D enters into a facility agreement between, amongst others, Silver Diamond TEHC24 S.à r.l. (the Borrower), Crédit Agricole Corporate and Investment Bank, HSBC Bank PLC and AXA REIM SGP as Original Lenders and Crédit Agricole Corporate and Investment Bank as Facility Agent and Security Trustee (the "**Facility Agreement**").
2. **THAT** Rose Diamond D enters into a Debenture, Subordination Agreement, Duty of Care Agreement and a Non-Disturbance Agreement, all terms as defined in the Facility Agreement.
3. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Facility Agreement and the other Finance Documents (as defined in the Facility Agreement) to which Rose Diamond D is a party with such amendments as any director of Rose Diamond D may approve in his absolute discretion.
4. **THAT** the giving of the guarantee by Rose Diamond D is in the best interest of Rose Diamond D's business and the entry by Rose Diamond D into the proposed transactions substantially on the terms set out in the Facility Agreement is to the commercial benefit and advantage of Rose Diamond D.

The undersigned, being persons entitled to vote on the above resolutions on 2013, hereby irrevocably agree to the resolutions.

Signed by **SILVER DIAMOND TEHC24 S.À. R.L.**

Date. 18/12/ 2013

Date. 18/12/ 2013

Signature.....
M.J. Dijkerman
(Authorised signatory)

Signature.....
M.C.J. Weijermans
(Authorised signatory)

Notes

- 1 If you agree with the resolutions, please signify your agreement by signing and dating this document and returning it to Rose Diamond D's registered office at 400 Capability Green, Luton, Bedfordshire LU1 3LU by 18 on December 2013. 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.
- 2 Unless, by 18 on December 2013, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us on or before this date, together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to the resolutions, once signed and received by Rose Diamond D, may not be revoked.
- 4 For a special resolution to be passed members representing 75% of the total voting rights of eligible members of Rose Diamond D must consent to the resolution being passed. For an ordinary resolution to be passed, members representing a simple majority of the total voting rights of eligible members of Rose Diamond D must consent to the resolution being passed.