

Company No. 05380864

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
ABF US FINANCE LIMITED

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) I, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signify my agreement to and pass the following written resolutions as special resolutions of the Company

SPECIAL RESOLUTIONS

- 1 That the share capital of the Company be reduced from \$500,000,001 divided into 500,000,001 ordinary shares of \$1 00 to \$1 00 divided into 500,000,001 ordinary shares of \$0 000000002 by reducing the nominal value of each ordinary share from \$1 00 to \$0 000000002 (the **Capital Reduction**)

- 2 That, subject to completion of the Capital Reduction, the declaration of an interim dividend in specie with a value of US\$500,000,000 be and is hereby approved and satisfied by the transfer by the Company to its sole member of the Company's entire shareholding in ABF North America Holdings, Inc

Signature



for and on behalf of **ABF US Investments Limited**

Date... 20/8/15...



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EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution)

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to the sole eligible member on 20 August 2015 (the **Circulation Date**)
- 3 "**Eligible members**" are the members who are entitled to vote on the resolution on the Circulation Date
- 4 If you wish to signify agreement to this document, please follow the procedure below
 - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document
 - (c) please return the document to the Company at 10 Grosvenor Street, London W1K 4QY or hand it to the company secretary or any director in person
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse

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OF
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On 20 August 2015 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006

SPECIAL RESOLUTIONS

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- 2 That, subject to completion of the Capital Reduction, the declaration of an interim dividend in specie with a value of US\$500,000,000 be and is hereby approved and satisfied by the transfer by the Company to its sole member of the Company's entire shareholding in ABF North America Holdings, Inc



Director/Secretary