

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

OF

WELLBARK GP LIMITED

Circulation Date 29 APRIL 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we, the undersigned, being the sole eligible member of the Company for the time being entitled to receive notice of and attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolution, proposed as a special resolution, as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as a special resolution as if it had been passed at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

That the Company's articles of association be amended as follows -

- 1 by the insertion into article 2 of ", 105" after the phrase "94 to 97 inclusive, 101", and
- 2 the insertion of the following as a new article 27, under the heading "DIVIDENDS" and the re-numbering of the remaining articles accordingly

*"27 The Company may, by ordinary resolution on the recommendation of the directors, declare, or in the case of an interim dividend the directors may without the authority of an ordinary resolution declare, a dividend comprising non-cash assets or a dividend comprising partly cash and partly non-cash assets, in either case particularly of paid-up shares or debentures of any other company Where any difficulty arises regarding such distribution, the Board may settle it as it thinks fit In particular, the Board may*

- a) issue fractional certificates or ignore fractions,*
- b) fix the value of the assets (or any part of them) to be distributed and determine that cash payments may be made to any member on the basis of the values so fixed in order to adjust the rights of members, and*
- c) vest any such assets in trustees to be held on trust for the member entitled to the dividend "*

Signature of eligible members or persons signing on their behalf

*M Woolch.*  
for and on behalf of Golftee LP4 Limited

Date 29 APRIL 2014

**Note**

An ordinary resolution will be passed once members representing a simple majority of the total voting rights of eligible members signify their agreement to it A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above

If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above

SATURDAY



A28 \*A37L2A3M\* 10/05/2014 #333  
COMPANIES HOUSE

**WE CERTIFY THAT THIS IS A  
TRUE COPY OF THE ORIGINAL  
DOCUMENT**

*Bond Dickinson LLP*  
**BOND DICKINSON LLP**