

Company No. 05511396

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

FSHC OPCO ACQUISITIONS LIMITED (the "Company")

Circulation Date ~~7~~ 7 OCTOBER 2015

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the following ordinary resolution and special resolution

ORDINARY RESOLUTION

- 1 That, in accordance with section 551 of the Act, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £3,361,945 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 September 2016 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80A of the Companies Act 1985 or section 551 of the Act

SPECIAL RESOLUTION

- 2 That, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £3,361,945, and
 - (b) expire on 1 September 2016 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

AGREEMENT TO WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the written resolutions.

The undersigned, a person entitled on the Circulation Date to vote on the written resolution, irrevocably agrees to the written resolutions



For and on behalf of **FSHC Jersey Developments Limited**

Date of agreement to resolutions ~~7~~ 7 OCTOBER 2015



A27

A4HO0RWP

09/10/2015

#338

COMPANIES HOUSE

ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

How to agree to these resolutions

- 1 You can choose to agree to all the resolutions or none of them but you cannot agree to only some of the resolutions
- 2 If you agree to all the resolutions, please signify your agreement to the resolutions by signing and dating the attached document and returning it to the Company using one of the following methods
 - (a) **by hand** by delivering it to James Thomas at the address below,
 - (b) **by post** by posting it to James Thomas, KPMG LLP, 1 The Embankment, Leeds LS1 4DW,
 - (c) **by email** by either
 - (i) attaching a scanned legible copy of the signed and dated document to an email and sending it to james.thomas2@kpmg.co.uk, or
 - (ii) sending an email to james.thomas2@kpmg.co.uk identifying the resolutions to which it relates and confirming your agreement to the resolutions and this email must also state your name and the shares in respect of which you are voting

In either case, please enter "Written resolutions" in the subject box of the email

Deadline for confirming agreement

- 3 The period for agreeing to the attached written resolutions is the period of 28 days beginning with the Circulation Date. If you agree to the resolutions, you must ensure that your agreement reaches us during this period by complying with the steps set out in note 2. If not passed during this period, the written resolutions lapse and the agreement of any member signified after that period will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out in note 2, you may not revoke that agreement.

Powers of attorney

- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, you must send a copy of the power of attorney or authority when returning this document.