

Company No. 5551901

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
AMERICANA INTERNATIONAL GROUP LIMITED

On 2 April 2014, the following special and ordinary resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006

SPECIAL RESOLUTIONS

1 Alteration of Articles of Association

1 1 THAT, pursuant to section 21 of the Act, the Articles of Association of the Company be amended by inserting the following new Article 4 5 (*Transfer of Shares*)

4 5 *"Notwithstanding anything contained in these Articles*

4 5 2 *any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and*

4 5 3 *the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is*

4 5 4 *in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or*

4 5 5 *duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or*

4 5 6 *duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares, or*

4 5 7 *of shares over which a security interest has been or is purported to be granted that benefits a company or other entity, and such shares are transferred pursuant to powers granted under such security interest or to protect or perfect such security,*

and a certificate by any official of such bank or institution or any such receiver, or any such company or other entity that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution, or to a company or other entity, or which are transferred in accordance with the provisions of this Article "



2 Disapplication of pre-emption rights

- 2 1 **THAT** subject to the passing of resolution 5 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 5, 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 £50,000,000, and
 - (a) expire on the first anniversary of the circulation date of these resolutions (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

ORDINARY RESOLUTIONS

4 Removal Of Restriction On Authorised Share Capital

- 4 1 **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Act is treated as a provision of the Company's articles of association, is hereby revoked and deleted

5 Authority to allot

- 5 1 **THAT** in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £50,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the circulation date of these resolutions 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
- 5 2 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 (or section 551 of the Act) but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

M J Thorne

For and on behalf of
Oakwood Corporate Secretary Limited

Secretary