

Company No: 05646307

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SECOND QUARTET (GENERAL PARTNER) SUB LIMITED

("Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions be passed as a special resolution (the "**Resolutions**") as detailed below. **WE**, being all the members of the Company who at the date of these Resolutions would be entitled to attend and vote at a general meeting of the Company, hereby unanimously **RESOLVE** that the Resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and **CONFIRM** and **AGREE** that the Resolutions shall for all purposes be valid and effective as if the same has been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by inserting after the current article 4 the following new article to be numbered 4A

"4A Notwithstanding anything contained in these Articles:

- a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- b) a holder of shares in the Company is not required to comply with any provisions of the Articles which restrict the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

- a) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or



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c to any such bank or institution (or its nominee) pursuant to any such security.

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

THAT the articles of association of the Company be altered by inserting after the current article 6(d) the following new article to be numbered 6(e)

"6(e) Notwithstanding anything contained in these Articles, the directors (or directors if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution."

AGREEMENT

We, the undersigned, being the person entitled to vote on the above special resolution, irrevocably agree to the resolution

Name of Shareholder

SPECIAL OPPORTUNITIES
MANAGEMENT LIMITED

Signature

N. A. Field

Date of Signature

17/03/2015

NOTES

- 1 You can choose to agree to all of the special resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand: delivering the signed copy to Temi Bankole at One Wood Street, London, EC2V 7WS

Fax: faxing the signed copy to 02079190793 marked "For the attention of Temi Bankole".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to temibankole@eversheds.com. Please enter "Written resolutions dated _____ 2015" in the e-mail subject box

2. If you do not agree to the resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 3 If sufficient agreement is not received by 14 April 2015 then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date
- 4 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document