

SANTA FE GROUP LIMITED

(Registered in England - No. 05652020)

WRITTEN RESOLUTIONS

CIRCULATION DATE:

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that in accordance with sections 282 and 283 Companies Act 2006 the following resolutions are passed as special resolutions

SPECIAL RESOLUTIONS

- 1 THAT, the 1,000 ordinary shares of £0.001 each in the issued share capital of the Company be consolidated into one ordinary share of £1
- 2 THAT, subject to the passing of Resolution 1 above, the one ordinary share of £1 of the issued share capital of the Company be redenominated to Euros using the spot exchange rate published on the website of the Financial Times at 14.30 BST on 12 September 2013 (being £1 equals €1.19)
- 3 THAT the Directors will have the powers given by section 550 of the Act, and accordingly, pursuant to section 550 of the Act, the Directors may exercise any power of the Company to allot shares or to grant rights to subscribe for or to convert any security into such shares as long as the Company has only one class of shares
- 4 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 Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

By Order of the Board:


Director/Secretary

13/9/13

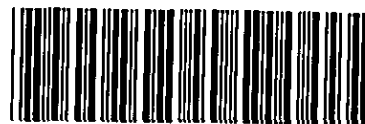
Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form in one of the following

CFD-#13835147-v2

TUESDAY



LD2

17/09/2013

#12

COMPANIES HOUSE

SANTA FE GROUP LIMITED

(Registered in England - No. 05852020)

WRITTEN RESOLUTIONS

CIRCULATION DATE:

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that in accordance with sections 282 and 283 Companies Act 2006 the following resolutions are passed as special resolutions.

SPECIAL RESOLUTIONS

- 1 THAT, the 1,000 ordinary shares of £0.001 each in the issued share capital of the Company be consolidated into one ordinary share of £1.
- 2 THAT, subject to the passing of Resolution 1 above, the one ordinary share of £1 of the issued share capital of the Company be redenominated to Euros using the spot exchange rate published on the website of the Financial Times at 14.30 BST on 12 September 2013 (being £1 equals €1.19).
- 3 THAT the Directors will have the powers given by section 550 of the Act, and accordingly, pursuant to section 550 of the Act, the Directors may exercise any power of the Company to allot shares or to grant rights to subscribe for or to convert any security into such shares as long as the Company has only one class of shares
- 4 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 Regulation 6 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

By Order of the Board:


Director/Secretary

13/9/13
.....
Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows:
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution.
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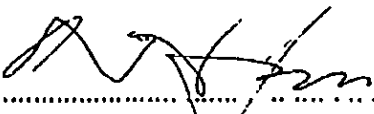
ways:

- **By Hand:** Delivering the signed copy to Central Way, Park Royal, London NW10 7XW
 - **Post:** Returning the signed copy by post to Central Way, Park Royal, London NW10 7XW
- A member's agreement to a written resolution, once signified, may not be revoked.
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it.
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006),
 - 4 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 names of the joint holder appear in the Register of Members
 - 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

We, being the sole member of the Company:

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 Companies Act 2006; and
- 2 hereby resolve and agree that the above resolutions are passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as special resolutions.


.....

For and on behalf of

Santa Fe Group Holding Ltd. A/S

Date:

13 / 1 / 13

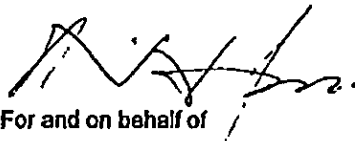
Santa Fe Group Holding Ltd. A/S
East Asiatic House
20 Indiakaj,
DK2100
Copenhagen O
Denmark

Julian Burge
KPMG LLP
London North
68 Clarendon Road
Walford
Herts
WD17 1DE

Dear Sirs

Pursuant to section 502(1) Companies Act 2006, we enclose a copy of written resolutions of the Company proposed to be agreed as special resolutions respectively in accordance with Chapter 2 of Part 13 Companies Act 2006

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Julian Burge', written over the text 'For and on behalf of'.

For and on behalf of

Santa Fe Group Holding Ltd. A/S

SANTA FE GROUP LIMITED


(Registered in England - No. 05652020)

WRITTEN RESOLUTIONS

On 13 September 2013, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the requisite majority of members of the Company

As special resolutions in accordance with section 283 Companies Act 2006

- 1 THAT, the 1,000 ordinary shares of £0 001 each in the issued share capital of the Company be consolidated into one ordinary share of £1
- 2 THAT, subject to the passing of Resolution 1 above, the one ordinary share of £1 of the issued share capital of the Company be redenominated to Euros using the spot exchange rate published on the website of the Financial Times at 14 30 BST on 12 September 2013 (being £1 equals €1 19)
- 3 THAT the Directors will have the powers given by section 550 of the Act, and accordingly, pursuant to section 550 of the Act, the Directors may exercise any power of the Company to allot shares or to grant rights to subscribe for or to convert any security into such shares as long as the Company has only one class of shares
- 4 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 Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted



Alan Cartwright

Director

**Santa Fe Group Limited
(the Company)**

(Company No. 05652020)

**Minutes of a meeting of the Directors of the Company
held at Central Way, Park Royal, London NW10 7XW
on 13 September 2013**

PRESENT

- Lars Iversen (Chairman of the Meeting)
- Alan Cartwright

1 Notice and Quorum

- 1.1 The Chairman confirmed that notice had been given to all entitled to receive it
- 1.2 The Chairman confirmed that a quorum was present in accordance with the Articles of Association of the Company and declared the Meeting open

2 Declarations of Interest

Each Director present declared the nature and extent of their interest (if any) in the proposed transactions and arrangements to be considered at the Meeting in accordance with the requirements of sections 177 and 182 Companies Act 2006 and the Company's Articles of Association

3 Purpose of the meeting

- 3.1 It was noted that a loan agreement is in place between the Company and its sole shareholder, Santa Fe Group Holding Ltd A/S, (the Parent) under which €168,248,731 remains outstanding (the Loan Agreement) Of this total amount, €165,942,845 is the principal amount and €2,305,886 represents interest charged, but not paid
- 3.2 It was further noted that it was proposed that an amount of the principal equal to €127,123,489.78 under the Loan Agreement shall be capitalised with the effect of partially eliminating the amounts outstanding under the Loan Agreement It was noted that this is principally being undertaken to strengthen the Company's balance sheet providing it with the platform necessary to expand into new markets in the years ahead
- 3.3 It was further noted that the Company's entire issued share capital is composed of 1,000 ordinary shares each having a nominal value of £0.001 and, to effect the above capitalisation and to simplify the share capital structure, it was proposed that
- (a) the entire issued share capital of the Company be consolidated into one ordinary share having a nominal value of £1,
 - (b) the entire issued share capital of the Company to be redenominated to Euros using the spot exchange rate published on the website of the Financial Times at 14.30 BST on 12 September 2013, being £1 equals €1.19 (the Conversion Rate), and that such redenomination take effect on 13 September 2013, and

- (c) the Company allot 106,826,462 ordinary shares at €1 19 (the New Shares) to the Parent, the consideration for which will be used as partial satisfaction of certain principal owed by the Company to the Parent

3 4 The Chairman then explained that in order for the Company to consolidate and redenominate its entire share capital and allot the New Shares, it would be necessary for shareholder resolutions to be passed to

- (a) approve the consolidation of the entire share capital of the Company into one ordinary share having a nominal value of £1 pursuant to section 618 Companies Act 2006,
- (b) subject to the approval of the consolidation of the entire share capital of the Company as described at 3 4(a) above, approve the redenomination of the entire share capital of the Company to Euros at the Conversion Rate pursuant to section 622 Companies Act 2006,
- (c) empower the Board to allot further shares pursuant to section 550 Companies Act 2006, and
- (d) delete the restrictions included in the Company's memorandum of association relating to the authorised share capital of the Company

Signed written resolutions dealing with these matters were then produced to the Meeting

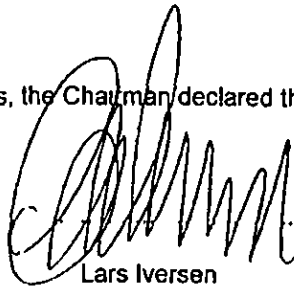
4 Resolutions

4 1 Having carefully considered the matters referred to in paragraph 3 of these Minutes, it was RESOLVED that

- (a) the 1,000 ordinary shares of the Company each having a nominal value of £0 001 be and are hereby consolidated into one ordinary share having a nominal value of £1 (the Consolidated Share),
- (b) the entire share capital of the Company be and is hereby redenominated to Euros at the Conversion Rate giving a nominal value of €1 19 for each ordinary share,
- (c) the New Shares be and are hereby allotted and issued to the Parent,
- (d) the Company Secretary be and is hereby instructed to update the company books and to prepare a share certificate in respect of the Consolidated Share and the New Shares allotted in the name of the Parent, and
- (e) the Company Secretary be instructed to send a letter to Companies House describing the consolidation and redenomination of the share capital of the Company and the allotment of the New Shares and to file the following forms with Companies House in relation to the above
 - (i) SH02 (consolidation of the share capital),
 - (ii) SH14 (redenomination of the share capital), and
 - (iii) SH01 (return of allotment of shares)

5 Close

There being no further business, the Chairman declared the meeting closed

A handwritten signature in black ink, appearing to read 'Lars Iversen', is written over the printed name.

Lars Iversen

Chairman of the Meeting