

STANHOPE GROUP HOLDINGS LIMITED
(the "Company")

Written resolution of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Circulation Date: 20 September 2017

In accordance with Part 13 Ch 2 Companies Act 2006 (the "Act"), the directors of the Company propose the following written resolution which is proposed as an ordinary resolution (the "Ordinary Resolution").

ORDINARY RESOLUTION

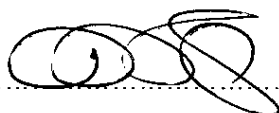
- 1 That the sum of £69,999,998 of unrealised profits be applied in paying up in full one £1.00 ordinary share in the capital of the Company, such share to be allotted and issued to SHL, credited as fully paid and issued with a premium of £69,999,997.

Agreement to written resolution

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

The undersigned, being persons entitled on the date set out above to vote on the written resolution, irrevocably agree to the Ordinary Resolution.

Signed by



(print name of signatory)

for and on behalf of

Stanhope Holdings Limited

Date: 20 September 2017



NOTES

Procedures for signifying agreement

- 1 If you agree to the Ordinary Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

Period for agreeing to written resolution

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the Ordinary Resolution to pass, it will lapse. If you agree to the Ordinary Resolution, please ensure that your agreement reaches us during that period. Your agreement will be ineffective if received after that date.