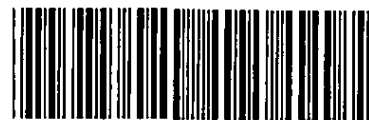


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COMPANIES HOUSE

**WRITTEN RESOLUTION OF**  
**GS EUROPEAN INVESTMENT GROUP III LTD.**  
**(formerly Portfolio Acquisitions 5 Ltd.)**  
**(the "Company")**

Pursuant to the authority granted on 20<sup>th</sup> June 2006 to each Director of the Company to take any and all actions that the Board of Directors may take, the undersigned, being a duly appointed Director of this Company, has

NOTED, that the Company's shareholder has been asked to sign written resolutions to the effect that

1 " THAT -

1.1 the authorised share capital of the Company be increased from £100 divided into 100 Ordinary Shares of £1 each to

£500,000,100 divided into 500,000,000 Redeemable Shares of £1 each and 100 Ordinary shares of £1 each.

€500,000,000 divided into 500,000,000 Redeemable Shares of €1 each, and

US\$500,000,000 divided into 500,000,000 redeemable shares of US\$1 each by the creation of a further 500,000,000 Redeemable Shares of £1.00 each, 500,000,000 Redeemable Shares of €1 each and 500,000,000 Redeemable Shares of US\$1 each

1.2 each Redeemable Share of £1 has a redemption price of £1, each Redeemable Share of €1 has a redemption price of €1, and each Redeemable Share of US\$1 has a redemption price of US\$1, but THAT otherwise each Redeemable Share is to rank pari passu with the existing Ordinary Shares of £1 each in the capital of the Company

2 THAT -

2.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £500,000,100, €500,000,000 and US\$500,000,000,

2.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period, and

2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution

3 THAT the Articles of Association of the Company, be and are hereby amended as follows

3.1 by deleting the existing Article 2 and substituting therefor the following new Article 2 -

"2 The share capital of the Company is £500,000,100, €500,000,000 and US\$500,000,000 comprising 100 Ordinary Shares of £1.00 each, 500,000,000 Redeemable Shares of £1.00 each, 500,000,000 Redeemable Shares of €1 each and 500,000,000 Redeemable Shares of US\$1 each "

4 THAT

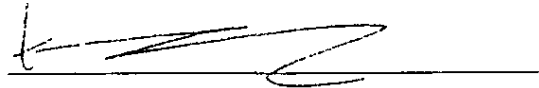
FOR

THIS RESOL

SEPARATELY

4.1 the amended Memorandum and Articles of Association be filed with the Registrar of Companies"

- 2 RESOLVED, that subject to the approval of the Company's shareholder of the resolutions referred to in paragraph above, the Company's authorised share capital be increased to £500,000,100, €500,000,000 and US\$500,000,000, by the creation of 500,000,000 Redeemable Shares of £100 each, 500,000,000 Redeemable Shares of €1 each and 500,000,000 Redeemable Shares of US\$1 each



Director *KLING (1/1/16)*

Date *29/1/2017*