

Company number 05972500

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

Equitix Holdings Ltd

(the "Company")

Circulation date: 12 February 2015

WEDNESDAY



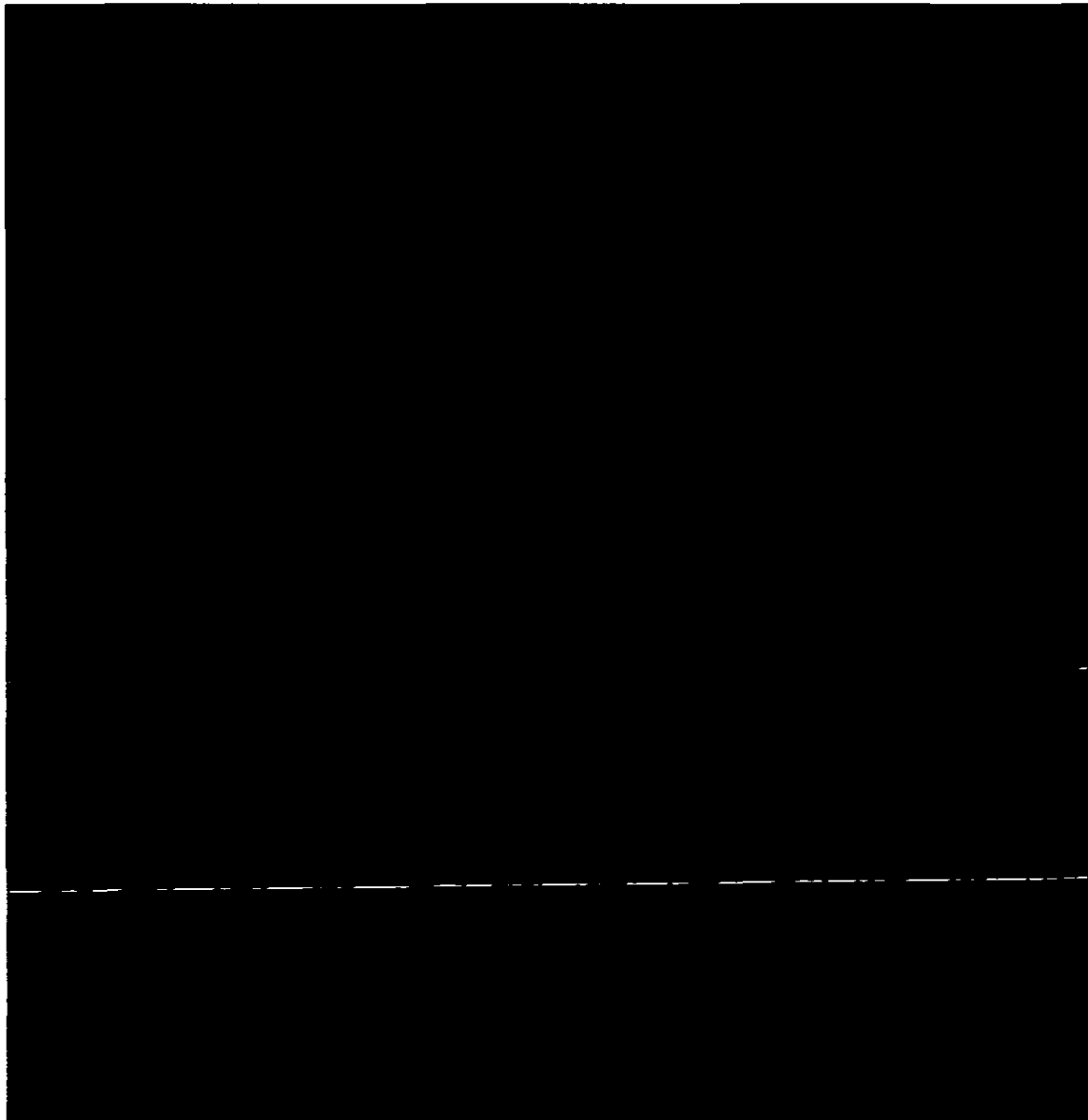
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SPECIAL RESOLUTIONS

The undersigned, being the **SOLE MEMBER** of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that resolutions below are passed as special resolutions (the "**Special Resolutions**"), pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

- 9 **THAT** the proposed definition below be incorporated into the Articles as a new defined term

 "**Secured party**" has the meaning in Article 11 3(a)"

- 10 **THAT** Article 8 1 of the Company's current Articles of Association (the "**Articles**") shall be amended by the incorporation of the following as a new Article 8 1 and that the remainder of Article 8 be renumbered accordingly:

 "8 1 The company shall not have a lien on any share that has been charged or mortgaged by a member in favour of a bank, financial institution or other person on arm's length terms. The remainder of this Article 8 shall not apply to any such shares "

- 11 **THAT** Article 11 3 shall be deleted in its entirety and replaced with the following

 "11 3 Subject to Article 11 13, the directors, in their absolute discretion, may refuse to register the transfer of a share, whether or not it is fully paid, and if they do so, they shall within two months after the date on which the transfer was lodged send the transferee the notice of refusal together with their reasons for refusal and, unless they suspect that the proposed transfer may be fraudulent, the instrument of transfer "

- 12 **THAT** the proposed article below be incorporated into the Articles as new Article 11 13:

 "11 13 Notwithstanding anything to the contrary contained in these articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share)

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- (a) to any bank, financial institution or other person in whose favour any such share has been charged or mortgaged by a member by way of security (a **"secured party"**) or that secured party's nominee, or
- (b) delivered to the company for registration by a secured party or its nominee in order to perfect its security over any such share, or
- (c) executed by a secured party or its nominee pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these articles, no transferor, or proposed transferor, of any such share to a secured party, and no secured party, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the company or any of them and no such member shall have any right under the articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise "

Agreement

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolutions be so passed


Title DIRECTOR

Signed for and on behalf of Pace Bidco Limited as attorney for CS Capital Partners III LP under a power of attorney dated 2 February 2015

Important:

To signify your agreement to the Resolutions, you must

- sign this document where indicated above,
- return the signed document to the Company using one of the following methods
 - deliver it by hand or send it by post to the Company's registered office,
 - fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of "Conal Honan" to 30 St Mary Axe, London, EC3A 8AF, or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to conal.honan@kirkland.com, and

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Unless, by (and including) _____ 2015, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.