

Company No. 6218832

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

UPP GROUP LIMITED

(the "Company")

25 January 2013

(the "Circulation Date")

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution of the Company, having effect as a special resolution, in each case in accordance with Chapter 2 Part 13 of the Companies Act 2006

1 **SPECIAL RESOLUTION**

- (1) **THAT**, the articles of association of the Company be and hereby are amended by inserting the words "and as amended from time to time by agreement between the Company, the B Shareholders and the A Shareholder Representative," at the end of the definition of "Spreadsheet Assumptions"

Date 25 January 2013

UPP Group Holdings Limited (100%)



SATURDAY



A35 *A20U6MOY* 26/01/2013 #221
COMPANIES HOUSE

NOTES

- 1 If you agree to 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 company secretary at the Company's registered office
 - Post returning the signed copy by post to company secretary at the Company's registered office
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to julian.benkel@upp-ltd.com Please enter "Written resolutions dated 25 January 2013" in the e-mail subject box

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
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 31 January 2013, sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 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 the names of the joint holders appear in the register of members
- 5 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