

Company Number 06326585

TUESDAY



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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SHAREHOLDERS
of
JAC GROUP (HOLDINGS) LIMITED
(the "Company")

CIRCULATION DATE: 30 July 2014

We, the undersigned, being the members of the Company who as at the circulation date of this resolution have the right to attend and vote at a General Meeting of the Company, resolve, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) and the Company's Articles of Association to irrevocably agree that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as special resolutions at a General Meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

1 **THAT** the Company alter its articles of association as follows

1.1 Article 11.2 shall be deleted and replaced with the following

"Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution),
- (b) delivered to the Company for registration by any duly authorised representative of a bank or institution or its nominee in order to perfect its security over the shares,
- (c) executed by a receiver or manager appointed by or on behalf of any such bank or institution, or
- (d) to any such bank or institution (or to its nominee) pursuant to any such security,

and a certificate by any official of such bank or institution or its nominee or any receiver or manager that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts "

1.2 Article 13 shall be deleted and replaced with "[*Intentionally left blank*]"

1.3 Article 20.1 shall be amended by deleting the phrase "The quorum for the transaction of the business of the Directors shall be three" and replacing it with "The quorum for the transaction of the business of the Directors shall be two"

1.4 Article 21.7 shall be amended by the insertion of the words "and count in the quorum" after the phrase "a director may attend and vote"

1.5 Articles 21.4 and 21.5 shall be deleted and replaced with "[*Intentionally left blank*]" respectively

- 1 6 Article 21 6 shall be amended by deleting the phrase "dealt with in accordance with Article 21 4 or authorised under Article 21 5" wherever it appears in the Article
- 1 7 Article 21 7 shall be amended by deleting the phrase "Subject to Articles 21 4 and 21 5 and the terms on which a Relevant Situation has been duly authorised,"
- 1 8 The following shall be inserted as a new Article 24
- "24 Disapplication of Lien**
- Any lien on shares which the Company has shall not apply in respect of any shares which have been mortgaged or charged by way of security to a bank or institution "
- 2 **THAT** the provisions of the existing memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association shall be deleted

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Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Ventry Nominees Limited** under a power of attorney granted in favour of Sebco
Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Iain Limond** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Mario Bodini** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Peter Thomas** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Denise Atkinson** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by Tr Shudd as authorized representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Angela Skelly** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by Tr Shudd as authorized representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Isabel Sanda** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by Tr Shudd as authorized representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Terry Williamson** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by Tr Shudd as authorized representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **John Ames** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by Tr Shudd as authorized representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Corin Grieves** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Karen Robertson** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorized representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Malcolm Lindop** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Mark Mayhew** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Jacqueline Bodini** under a power of attorney granted in favour of Sebco Acquisition Limited

Dated 30 July 2014

Signed by T. Studd as authorised representative of Vitruvian
Directors I Limited

Sebco Acquisition Limited

for and on behalf of **Stephanie Murray** under a power of attorney granted in favour of Sebco Acquisition Limited

Date 30 July 2014

Notes:

- 1 Please sign and date this document and return it to the Company using one of the following methods
 - By Hand delivering the signed copy to Inyoung Song, Shearman & Sterling (London) LLP, 9 Appold Street, London EC2A 2AP
 - Post returning the signed copy by post to Inyoung Song, Shearman & Sterling (London) LLP, 9 Appold Street, London EC2A 2AP
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to inyoung.song@shearman.com Please enter "Written resolutions" in the e-mail subject box

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement
- 3 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
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date in accordance with section 297 of the Companies Act 2006