

Company Number: 06504587

Written resolutions

of

Storm Trustees Limited (the "Company")

2 DECEMBER

2013 (the "Circulation Date")

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COMPANIES HOUSE

Given that, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed and that we, being the members of the Company who are entitled to vote on the resolutions set out below, HEREBY VOTE IN FAVOUR OF THE FOLLOWING RESOLUTIONS IN WRITING, as special and ordinary resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Companies Act 2006 that the said resolutions shall for all purposes be valid and effective as if passed as special and ordinary resolutions at a general meeting of the Company duly convened and held

Special Resolutions

1 Registrations of shares

1 1 The Company's articles of association be amended by inserting the new article set out below as article 20

1 2 Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (i) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (iii) to any such bank or institution (or to its nominee) pursuant to any such security.

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

1 2 Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution

Ordinary Resolutions

2 Approval of documents

2.1 That the terms of and transactions contemplated by the following documents and the performance by the Company of its obligations under the following documents

- (a) the Amendment and Restatement Agreement (as defined in the facilities agreement made between, among others, the Parent as borrower and HSBC Bank plc as lender dated 29 February 2008 as amended on 28 May 2010, 30 September 2011 and 28 March 2012 (the "Facilities Agreement"),
 - (b) A debenture between (amongst others) the Company and the Lender to be dated on or around the date of this meeting to be entered between (1) the Company and (2) the Lender (the "Debenture"),
 - (c) a deed of accession to the Intercreditor Deed (as defined in the Facilities Agreement), and
 - (d) a draft deed of accession to the Company Intra-Group Loan Agreement (as defined in the Facilities Agreement),
- (together the " Documents ")

be and they are approved,

2.2 That the execution, delivery and performance of any documents ancillary or related to the Documents (in each case to which the Company is expressed to be a party) and the transactions contemplated by those documents, be and is approved,

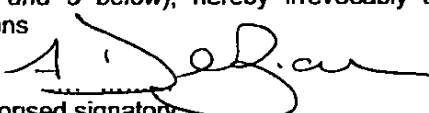
2.3 That notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit) together with any other notices, communications or documents which are required or which may be delivered by or on behalf of the Company pursuant to or under or in connection with the Documents or any ancillary or related documents in each case to which the Company is expressed to be a party, and

2.4 That the execution, delivery and performance of the Documents and any ancillary or related documents to which the Company is expressed to be a party is in good faith, for the purpose of carrying on the Company's business, is intended to benefit the Company and would be most likely to promote the success of the Company for the benefit of its members as a whole

Important:

~~Please read the notes at the end of this document before signifying your agreement to the Special Resolutions and Ordinary Resolutions.~~

The undersigned, being the persons entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5 below), hereby irrevocably agrees to the Special Resolutions and the Ordinary Resolutions


duly authorised signatory
for and on behalf of
Davies Group Limited

Date 2 DECEMBER 2013

IMPORTANT

Notes to shareholders about the proposed Written Resolutions

- 1 You can choose to agree to all of the Special Resolutions and the Ordinary Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of 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 (by delivering the signed copy to Osborne Clarke, Apex Plaza, Reading, Berkshire RG1 1AX (marked for the attention of Dan Barnhouse))
 - By post (by returning the signed copy to Osborne Clarke, Apex Plaza, Reading, Berkshire RG1 1AX (marked for the attention of Dan Barnhouse))
 - By fax (by faxing a signed copy to 0118 925 2005 marked for the attention of Dan Barnhouse)
- 2 **The resolutions will lapse** if sufficient votes in favour of them have not been received within 28 days of the Circulation Date. Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolutions.
- 3 Once you have signified your agreement to the resolutions such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 6 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.