

Company Number: 06539986

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

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COMPANIES HOUSE

**PRINT OF WRITTEN RESOLUTIONS OF THE MEMBERS**

of

**IDVERDE LIMITED**

(the "Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following resolutions (the "**Resolutions**") are proposed by the directors as special resolutions, as indicated below. The Resolutions are first circulated to members of the Company at 3.55 pm on 15 February 2016 (the "**Circulation Date**").

Unless a contrary intention appears, terms defined in the Senior Facilities Agreement (as defined below) have the same meaning when used in these Resolutions.

**SPECIAL RESOLUTIONS**

- 10 **THAT** the Company's entry into an amendment agreement to a senior facilities agreement originally dated 27 January 2014, as amended and restated on 28 February 2014, on 17 March 2015 and on or around the date of this document, (the "**Senior Facilities Agreement**") pursuant to which the Lenders shall, inter alia, make available three acquisition facilities to the Borrower (the "**Senior Facilities Agreement Amendment**") The terms of and the transactions contemplated by the Senior Facilities Agreement Amendment are **HEREBY APPROVED** in all respects with all such amendments or modifications of the Senior Facilities Agreement Amendment as any one director may, in his absolute discretion deem fit.
- 11 **THAT** the Company's entry into an amendment agreement to the Intercreditor Agreement (the "**Intercreditor Agreement Amendment**") The terms of and the transactions contemplated by the Intercreditor Agreement Amendment are **HEREBY APPROVED** in all respects with all such amendments or modifications of the Intercreditor Agreement Amendment as any one director may, in his absolute discretion deem fit.
- 12 **THAT** the Company's entry into a confirmatory agreement in relation to the English law governed security agreement dated 17 March 2015 (the "**Original Security Agreement**") between, amongst others, the Company and HSBC France as security agent pursuant to which the Company entered into granted fixed and floating charges in favour of the Security Agent over all or substantially all of its assets in consideration for the provision of the Facilities under the Senior Facilities Agreement (the "**Confirmatory Security Agreement**") The terms of and the transactions contemplated by the Confirmatory Security Agreement are **HEREBY APPROVED** in all respects with all such amendments or modifications of the Confirmatory Security Agreement as any one director may, in his absolute discretion deem fit,

the documents at paragraphs 1 to 3 (together with any documents necessary, desirable or relating thereto) being the "Finance Documents"

- 13 **THAT** the directors have authority to approve the terms of, and the transactions contemplated by the Finance Documents and any related document, with such amendments as any director of the Company in his or her sole discretion approves
- 14 **THAT** the entry into the Finance Documents (including, without limitation, the granting or continuation, as applicable, of the guarantee and security by the Company under the Finance Documents) is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents will promote the success of the Company for the benefit of its members as a whole
- 15 **THAT** the directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Finance Documents and agree, execute and deliver any documents relating thereto, in each case as they shall deem necessary or appropriate
- 16 **THAT** any actions taken by any director or person acting under a power of attorney prior to the date of these Resolutions, which the directors of the Company would have been authorised to take pursuant to these Resolutions (ignoring the fact that such actions were taken prior to the date of these Resolutions), be and are hereby authorised, ratified, confirmed, adopted and approved in all respects as are the acts and deed of the Company
- 17 **THAT** the granting of the guarantee and indemnity by the Company pursuant to the terms of the Senior Facilities Agreement is in the best interests of the Company and its business, and the entry by the Company into the proposed transactions substantially on the terms set out in the Documents to which it is party is to the commercial benefit and advantage of the Company and is likely to promote the success of the Company for the benefit of its members as a whole
- 18 **THAT** these Resolutions have effect notwithstanding any provision of the Company's articles of association

Please read the notes at the end of this document before signifying your agreement to the Resolutions

*[Signature page to follow]*

## AGREEMENT OF MEMBERS

We, being persons entitled to vote on the Resolutions on the Circulation Date irrevocably agree to the Resolutions:

SIGNED by

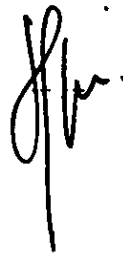
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for and on behalf of

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IDVERDE SAS

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A handwritten signature in black ink, appearing to be 'J. M.', is written over the closing parenthesis of the signature line.