

COMPANY No. 07102717

SPECIAL RESOLUTION
OF
TURQUOISE GLOBAL HOLDINGS LIMITED (the *Company*)

PASSED ON 23 AUGUST 2016

The following special resolution was duly passed as a written resolution by the members of the Company on 23 August 2016

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by the adoption and inclusion of the following new article 10 9

“10 9 Without prejudice to any other provision of these articles, the Board shall have the right to appoint from time to time up to five additional observers to attend Board meetings (each an ***Additional Observer***) The Board shall have the right to remove any Additional Observer at its sole discretion at any time An Additional Observer shall have the rights, and be subject to the restrictions, set out below

- a) an Additional Observer shall be permitted to attend Board meetings and receive written notice of Board meetings and all other documents provided in accordance with article 14 6 (in each case at the sole discretion of the Board), but shall not be permitted to vote on any matter at any Board meeting and shall not be counted for the purposes of determining whether a quorum is present,
- b) an Additional Observer may be restricted from being involved at a Board meeting where there is a conflict of interest or potential conflict of interest for such Additional Observer, as an adviser or employee with a platform which competes with the Company or another concern from a regulatory or antitrust perspective, in order to maintain the confidentiality of commercially and competitively sensitive information or where the Board determines in its absolute discretion that such Additional Observer shall be so restricted, and
- c) the provisions of article 10 7 shall apply to any Additional Observer, *mutatis mutandis* ”

Signed

Director

2 September 2016

