

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ASPERS H LIMITED

(COMPANY NUMBER 07185606)

The following written resolution was passed by the Company on 24 March 2016, which would otherwise be required to be passed as a special resolution.

SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company (the "**Articles**") be amended by deleting the current Article 26(5) and inserting the following as a new Article 26(5)A

"Notwithstanding anything contained in these Articles 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 shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") and where the transfer is or is to be

- (a) to a Secured Party or its nominee, or
- (b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) 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 "

M. Kennedy
Chairman

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