

## SHAREHOLDER'S WRITTEN RESOLUTION

Company No 07454420

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

### RESOLUTIONS IN WRITING

of

### NOTEMACHINE FINANCE LIMITED (the "Company")

WE, being all the eligible members of the Company who at the circulation date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Chapter 2 Part 13 of the Companies Act 2006, to pass the following as written resolutions which have been proposed as special resolutions

### SPECIAL RESOLUTIONS IN WRITING

- 1 To amend the Articles of Association of the Company to include the following as a new Article at 10 3

10 3 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

- (a) is to any Secured Party; or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares

For the purposes of this Article "Secured Party" means any bank or financial institution (including, without limitation, GE Corporate Finance Bank SAS) to

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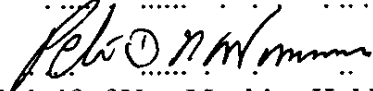


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which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf.

Dated 18 May 2012  
Signed   
For and on behalf of **NoteMachine Holdings Limited**

NOTES:

- 1 An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to the Company using one of the following methods:
  - (a) **by hand** delivering the signed copy to Mark Williams at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, or
  - (b) **by post** returning the signed copy by post to Mark Williams at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, or
  - (c) **by email** by attaching a scanned copy of the signed document to an email and sending it to [m.williams@taylorwessing.com](mailto:m.williams@taylorwessing.com). Please enter "Written resolutions" in the email subject box
2. These resolutions must be passed by 31 May 2012. If these resolutions are not passed by such date they will lapse. The agreement of a member to this/these resolutions is ineffective if signified after this date.