

HC-ONE LIMITED
(Company number 7712656)

(THE "COMPANY")

FRIDAY

COMPANIES HOUSE



A27

21/11/2014

#104

WRITTEN RESOLUTIONS OF SHAREHOLDER

CIRCULATION DATE. 12 November 2014

We, the undersigned, being the sole "eligible member" of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **RESOLVE** in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions as ordinary resolutions

- 1 **THAT** the terms of the transactions contemplated by the Documents (as defined in the draft minutes of the meeting of the board of directors of the Company annexed to these written resolutions (the "**Board Minutes**")) (and any other agreement or document in connection therewith) and the performance of the Company of its obligations under the Documents (and any other agreement or document in connection therewith) to which it is a party are hereby approved
- 2 **THAT** the entry into or performance by the Company of the Documents (and any other agreement or document in connection therewith) is in the best interests and for the corporate benefit of the Company
- 3 **THAT**
 - (a) any director of the Company (or in the case of any document to be executed by the Company under seal or as a deed, any director and the secretary of the Company or any two directors) be authorised to execute the Documents on behalf of the Company, with such amendments thereto as such officer(s) or person shall in his absolute discretion think fit, and
 - (b) any director or the secretary of the Company, either singly or with any other director of the Company in the case of a deed, be authorised to execute and do all such acts, deeds, documents, certificates and notices as he may consider expedient in connection with the accession, execution or performance by the Company to or of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith
- 4 **THAT** these resolutions shall have effect notwithstanding any provision of the Company's articles of association

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by

- (a) deleting the existing article 9, and
- (b) deleting the existing article 23 1(b) and replacing it with the following new article 23 1(b)

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

Signed by its duly authorised representatives

Signed



for and on behalf of

LIBRA INTERMEDIATE HOLDCO LIMITED

Date 12 November 2014

NOTE

Unless sufficient agreement has been received within the period of 28 days beginning with the Circulation Date, these resolutions will lapse. If you agree to these resolutions, please indicate your agreement by signing this document where indicated above and return it to the Company within that period

