

DATE OF CIRCULATION: July 3, 2015

("Circulation Date")

WRITTEN SPECIAL RESOLUTION

G ADVENTURES LIMITED
(registration number 07848780)

(the "Company")

We, the undersigned, being all of the members of the Company who, at the Circulation Date, are entitled to vote on the following resolution as if the same were proposed at a general meeting of the Company ("Eligible Members") **HEREBY RESOLVE** that the resolution set out below (the "**Resolution**") be and is hereby approved as a special resolution of the Company, such resolution being deemed to be passed when the requisite majority of Eligible Members have signified their agreement to it by signing, dating and returning this instrument to the Company in accordance with the instructions in Note 1 below.

SPECIAL RESOLUTION

THAT the Articles of Incorporation of the Company (the "**Articles**") be and are hereby amended as follows:

A. by inserting Article 32.3 which provides, as follows:

"Notwithstanding anything contained in these Articles:

(a) the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:

- i. in favour of any bank, financial institution (or any nominee or nominees of such a bank, financial institution or other person) (a "Financial Institution"), or other person (or any successor in title, assignee or transferee of any of the foregoing) to whom such shares are being transferred and/or pledged and/or charged by way of security (whether such bank, financial institution or other person is acting as agent, trustee or otherwise) as a result of lending to the Company or a member of the group which the Company is part of, or pursuant to the enforcement of a pledge and/or charge under any security document which creates any security interest over such shares, and/or



- ii. duly executed by a Financial Institution or other person (or any successor in title, assignee or transferee of any of the foregoing) to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are pledged and/or charged by way of security, pursuant to the exercise of the power of sale by such Financial Institution or other person (or any successor in title, assignee or transferee of any of the foregoing) under any security document which creates any security interest over such shares, and/or
- iii. duly executed by a receiver appointed by a Financial Institution or other person (or any successor in title, assignee or transferee of any of the foregoing) pursuant to any security document which creates any security interest over such shares in order to perfect its security over shares or enforcement of the same.

(b) Any lien on shares which the Company has (save where shares have been partly or fully paid) shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or a subsidiary of a Financial Institution or which are transferred in accordance with the provisions of this Article. For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."

B. by inserting the following in the beginning of Article 47.2 which provides:

"Save as provided in Article 32.3"

Article 47.2 will now, therefore, read as follows:

Save as provided in Article 32.3, the directors shall not register the transfer of any share or any interest in any share unless the transfer is made in accordance with Article 48 (Voluntary Transfers), and, in any such case is not prohibited under Article 49 (Prohibited transfers).

C. by inserting the following wording in Article 48.1:

"(except a member who is obliged to transfer his shareholding to any Financial Institution pursuant to Article 32.3 where the provisions of this Article will not apply)"

Article 48.1 will now, therefore, read as follows:

"Any member except a member who is obliged to transfer his shareholding to any Financial Institution pursuant to Article 32.3 where the provisions of this Article will not apply) who wishes to transfer any share (Seller) shall before transferring or agreeing to transfer such share or interest in it, serve notice in writing (Transfer Notice) on the Company of his wish to make that transfer".

We the undersigned hereby irrevocably agree to the resolution set out above.


for and on behalf of
Altun Group Ltd

Date:

July 3, 2015

Notes

1. Please signify your agreement to the Resolution by signing and dating your copy (on the date of signing) and returning a pdf or fax copy to the Company as soon as possible, with the original signed copy returned to the Company immediately to be kept with the Company books.
2. The Resolution set out herein will lapse if not passed within 28 days of the Circulation Date.
3. On a vote on a written resolution every member has one vote in respect of each share held by him.
4. On a written resolution a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
5. If you do not agree to any of the above resolutions you do not need to do anything. If you do not signify your agreement by signing and dating this document where indicated above you will be deemed not to agree to the above resolutions.
6. A member's agreement to the Resolution, once signified, may not be revoked.
7. A written resolution is passed when the requisite majority of Eligible Members have signified their agreement to it.
8. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members at the Circulation Date.