



LD3 02/01/2015 #11
COMPANIES HOUSE

MARSTON BIDCO LIMITED

(Company Number 07999493)

(the "Company")

We hereby certify that this is a true and correct copy of the original
Dated 30 December 2014
Sydney Butler Boggs (UK) LLP
SQUIRE PATTON BOGGS (UK) LLP
7 DEVONSHIRE SQUARE
LONDON
EC2M 4YH

18 December 2014 (the "Circulation Date")

WRITTEN RESOLUTION

We, the undersigned, being all the members for the time being of the above named Company entitled to attend and vote at general meetings thereof HEREBY PASS the resolution below as a special resolution (the "**Resolution**") of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") and confirm that such Resolution shall be as valid and effectual in accordance with section 288 of the Act as if they had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

- 1 **THAT** notwithstanding any existing provisions of the articles of association (including all the provisions of its memorandum of association, which, by virtue of section 28 of the Act, are to be treated as provisions of the articles of association) of the Company to the contrary nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the documents listed below are for the benefit of and in the best interests of the Company and its business and will promote the success of the Company for the benefit of its members as a whole and are hereby approved
 - (a) a term loan facilities agreement (the "**Mezzanine FACS Facility Agreement**"), between among others, the Company and FACS SV SA (the "**Mezzanine FACS Lender**") for the purposes of, amongst other things, the refinancing of loan notes issued by Marston Topco Limited (the "**Parent**") and the Company, the refinancing of existing facilities with Lloyds Bank plc (the "**Bank**") and for Permitted Acquisitions (as defined therein),
 - (b) a debenture (the "**Debenture**") granted by the Company in favour of Five Arrows Manager SA (in its capacity as security trustee) securing, amongst other obligations, sums due under the Mezzanine FACS Facility Agreement, and
 - (c) an intercreditor agreement (the "**Intercreditor Agreement**") between, among others, the Company, the Parent, the Bank, the Mezzanine FACS Lender, Quintus European Mezzanine Fund (the "**Mezzanine Quintus Lender**") and the Investors (as defined therein) which shall replace the existing intercreditor arrangements between the parties, and
 - (d) a letter of consent (the "**Consent Letter**") between the Parent (for itself and as obligors' agent) and the Mezzanine Quintus Lender in connection with a mezzanine agreement dated 21 March 2013 between, amongst others, the

Mezzanine Quintus Lender and the Parent (as amended and restated on 12 August 2013 and 19 June 2014 and as further amended, varied, supplemented, extended or replaced from time to time) (the "**Mezzanine Quintus Facility Agreement**"), under which the Mezzanine Quintus Lender grants consent to each Obligor (as defined in the Mezzanine Quintus Facility Agreement) entering into the documents described in paragraphs (a) to (d) above,

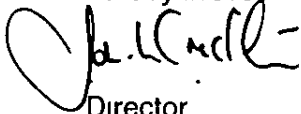
the Mezzanine FACS Facility Agreement, the Debenture, the Intercreditor Agreement and the Consent Letter, together, the "**Documents**"

- 2 **THAT** notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to
- (a) execute and deliver each of the Documents with such amendments as they shall in their discretion approve, and
 - (b) enter into such documentation and take such action as may be required in order to carry out the matters referred to above (including, without limitation, authorising the Parent to sign the Consent Letter on behalf of the Company).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, being the sole member of all the issued share capital of the Company, hereby irrevocably agree to the Resolutions



Director
Marston Midco Limited

Date 18 December 2014