

Company number 08042066

The Companies Act 2006

FRIDAY



Company limited by shares

Written resolutions

of

Topland (No. 13) Limited (the "Company")

18 December 2014 (the "Circulation Date")

WE, being the sole member of the Company, HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING, as special resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Act that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

Special Resolutions

That:

The Articles of Association of the Company should be amended as follows

1 The Article 28 2 be deleted

2 The wording in the Article 29 1 be replaced with the following wording

"In accordance with section 567(1) of CA 2006, sections 561 and 562 of the CA 2006 shall not apply "

3 The Articles 29 2, 29 3 and 29 4 be deleted

4 A new Article 32 3 be inserted as follows

"Notwithstanding anything in these Articles (including without limitation this Article 32 and Article 33), no share of the Company, whether or not fully paid, that has been charged by way of security to any bank of financial institution or to any nominee of such bank or institution (the "Share Security") shall be subject to any lien in favour of the Company during such time as that Share Security subsists Accordingly any Share Security shall constitute first ranking security and the Company may not take any action to attempt to enforce any lien or purported lien over any share subject to the Share Security whilst the Share Security subsists "

5 New Article 47 9 be inserted as follows

"47 9 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is

47 9 1 to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "Secured Institution"), or to any nominee of such Secured Institution, pursuant to any such security,

47 9 2 executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security, or

47 9 3 executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles

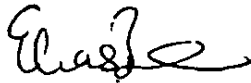
- (a) no transferor of any shares in the Company or proposed transferor of any such shares to a Secured Institution or to its nominee,
- (b) no Secured Institution or its nominee, and
- (c) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not

Important:

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being persons entitled to vote on the resolutions on the Circulation Date (*see Notes 4 and 5 below*), hereby irrevocably agree to the Special Resolutions



duly authorised signatory
for and on behalf of
Topland Group Holdings Limited

Date 18/12/14

A copy of this written resolution has been supplied to the auditors of the Company

IMPORTANT

Notes to shareholders about the proposed Written Resolutions

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
- By hand (by delivering the signed copy to Dentons, One Fleet Place, London EC4M 7WS marked for the attention of Matt Tinger),
 - By post (by returning the signed copy to Dentons, One Fleet Place, London EC4M 7WS marked for the attention of Matt Tinger), or
 - By email (by attaching a scanned copy of the signed document to an email and sending it to matthew.tinger@dentons.com) Please enter "Written resolutions" in the subject box

Please note that return of this document will not be accepted by fax.

- 2 **The resolutions will lapse if sufficient votes in favour of it have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolutions
- 3 Once you have signified your agreement to the resolutions such agreement cannot be revoked
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Act, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

If you require any assistance in completing this document, please contact Matt Tinger