

ANNEX
MAILBOX (CAR PARK) LTD (THE "COMPANY")
COMPANY NUMBER 8316559
PRINT OF WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 22 March 2017

The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company:

SPECIAL RESOLUTION

1. It is resolved that none of Michael Daniel Marks or Alexander Francis Stanley Wright who are also directors of BMML Holdco Limited and Arch (Holdco) Ltd shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of BMML Holdco Limited and Arch (Holdco) Ltd entering into or otherwise being interested in some or all of the Relevant Documents (as defined below) and/or the transactions contemplated thereby.
2. It is resolved that the giving of the guarantee by the Company under the Facility Agreement, the granting of security under the Security Agreement and the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents (as defined below) will promote the success of the Company for the benefit of its members as a whole.
3. It is resolved that Article 29 of the Articles of Association of the Company be amended by inserting the following as Article 29.9:

"Notwithstanding any other provision of these articles (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of:

- (i) a chargee or mortgagee of any shares;
- (ii) any nominee of a chargee or mortgagee of any shares;
- (iii) a purchaser of any shares from a chargee or mortgagee (or its nominee);
- (iv) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee

and in accordance with the terms of the security granted to the relevant chargee or mortgagee, and a certificate by an officer of the relevant chargee or mortgagee that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact."

Signed 

Director

for and on behalf of **MAILBOX (CAR PARK) LTD**

