

Bidco Written Resolutions

A PRIVATE COMPANY LIMITED BY SHARES

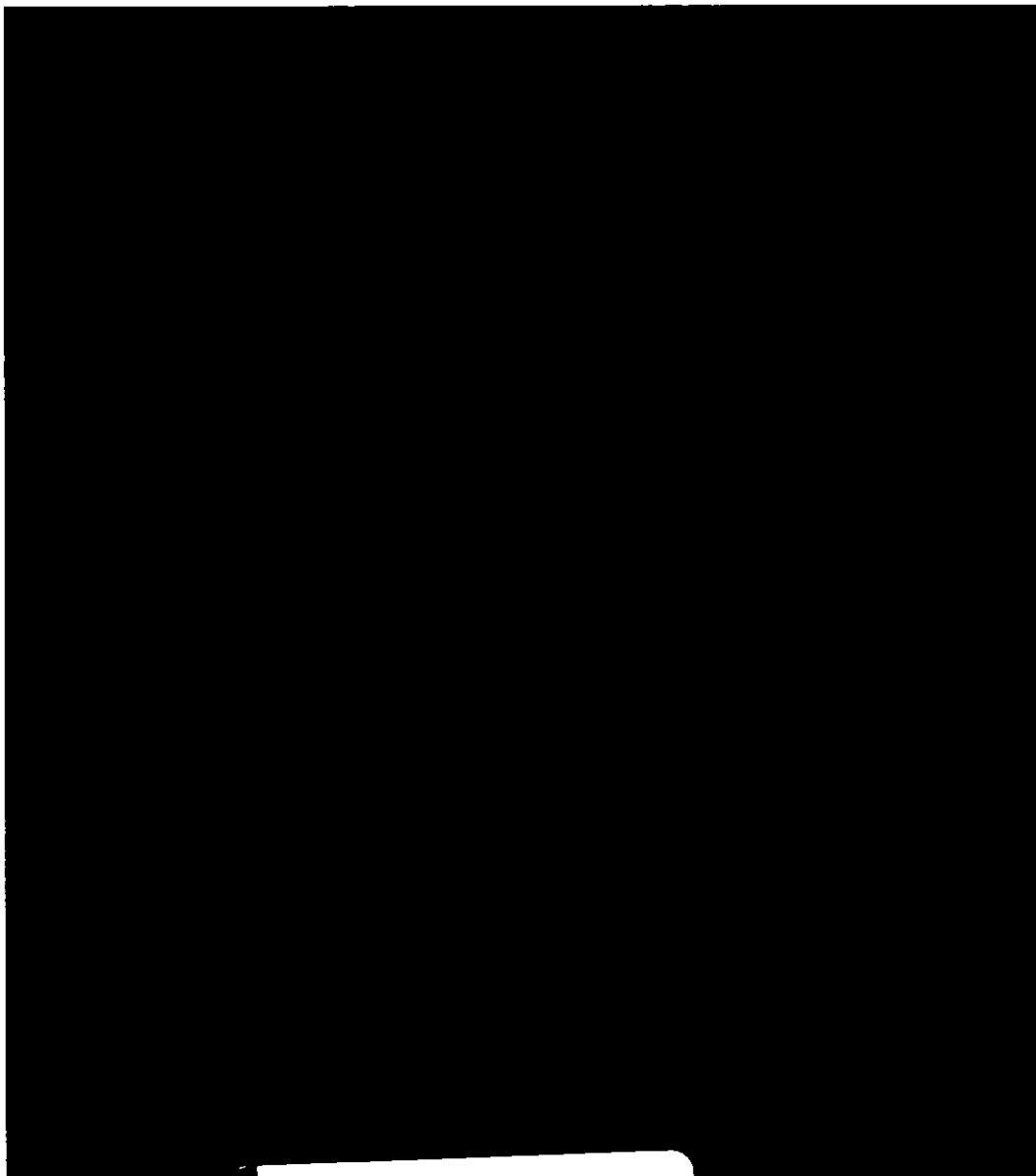
WRITTEN RESOLUTIONS

OF

HIBU BIDCO LIMITED

Company Number. 8815128 (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**



TUESDAY



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LD4

20/09/2016

#74

COMPANIES HOUSE

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SPECIAL RESOLUTION

- 2 IT WAS RESOLVED that the Company be and is hereby instructed
- (A) to implement Steps 1 to 9 of the Steps Plan produced to the Board on 1 September 2016, to the extent that they apply to the Company, and
 - (B) to issue a shareholder direction to each company referred to in the Steps Plan in which the Company has a direct shareholding, instructing such company to implement Steps 1 to 9 of the Steps Plan produced to the Board on 1

September 2016, to the extent that they apply to that company and enter into
the 2016 Refinancing Documents

By order of the board

A handwritten signature in black ink, appearing to be 'R. M. A. V.', written in a cursive style.

Director/Secretary
For and on behalf of Hibu Bidco Limited

Date 1 Sept 2016

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 1 September 2016 (the "Circulation Date")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution,
 - (B) the document must be sent to the Company in hard copy form or in electronic form,
 - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the eligible member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that Resolution 1 shall take effect as an ordinary resolution and Resolution 2 shall take effect as a special resolution

For and on behalf of
HIBU MIDCO LIMITED



7 Sept 2016 Date