

Company No. 08918022

**The Companies Act 2006**

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**Company limited by shares**

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**Written resolution**

of

**SC Mezzanine Limited (the "Company")**

The following resolution was passed on 10 July 2014 as a **special resolution** of the Company

**Special Resolution**

THAT article 26 5 of the articles of association of the Company (the "**Articles**") be deleted and the following substituted therefor

26 5 "Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"), or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security

Furthermore, notwithstanding anything to the contrary contained in these Articles

- (d) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred, and
- (e) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in (d) above to be transferred to them whether for consideration or not "



Director

