

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

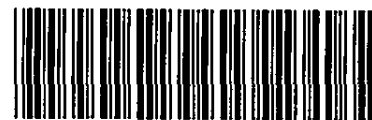
WRITTEN RESOLUTION

of

GRINDLETON MANAGEMENT LIMITED (the "Company")

Circulated on 22 January 2015

SATURDAY



A11 *A40811P6* 31/01/2015 #500
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "Act"), the directors of the Company, in accordance with section 288(3)(a) of the Act, propose that the following resolutions are passed by the members of the Company as special resolutions

SPECIAL RESOLUTION

- 1 THAT the articles of association of the Company be amended by deleting the present article 11(2) and replacing it with the following new article 11(2)

11(2) The quorum for directors' meetings shall be any 2 directors, unless the Company has only one director, in which case such sole director shall have the authority to exercise all the powers of the Company vested in the board of directors

- 2 THAT the articles of association of the Company be amended by deleting the present article 11(3)
- 3 THAT the articles of association of the Company be amended by deleting the present article 14(1) and replacing it with the following new article 14(1)

14(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless that director declares the full nature and extent of his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulations becomes binding on the Company) connected with the director

- 4 THAT the articles of association of the Company be amended by deleting the present articles 14(2), 14(3) and 14(4)

Signed


Michel Podevyn

Registered holder of 100% of the entire issued and allotted share capital of the Company

Date

22 / 1 / 15

NOTES

- A If you agree to the resolution set out above (the "**Resolution**"), please indicate your agreement by signing above, dating your signature where indicated and returning it to the Company by hand or sent by pre-paid first class post to the Company's registered office address. If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.
- B Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- C Unless, by 5.30pm on the date falling 28 days after the date of circulation of the Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement is submitted by that time.
- D If you are signing the Resolution 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.