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- draft for Aurelius ETA

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

TFHC LIMITED ✓

(Company No 09319909)

(the "Company")

WEDNESDAY



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30/11/2016

#259

COMPANIES HOUSE

Circulation Date 5 OCTOBER 2016

Written Resolutions of the sole shareholder of the Company pursuant to section 288 of the Companies Act 2006 (the "Resolutions")

Pursuant to section 288 of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole director of the Company proposes that the following Resolutions are passed as special resolutions of the Company

We, being the sole eligible member of the Company (as defined in section 289 of the Act), HEREBY RESOLVE that the Resolutions be and are hereby approved as special resolutions of the Company

SPECIAL RESOLUTIONS

- 1 THAT the articles of association of the Company be and are by this resolution amended by the deletion of Article 11 and the insertion in its place of the following Article 11

"11 Quorum for directors' meetings

The quorum for the transaction of the business of the directors shall be one director "

- 2 THAT the articles of association of the Company be and are by this resolution amended by the deletion of Article 14 and the insertion in its place of the following Article 14

"14 Conflicts of interest

Notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Act 2006, that director may participate in the decision-making process for both quorum and voting purposes "

- 3 THAT the completion of the transactions referred to in resolution 1 and 2 above, and the execution, delivery and performance by the Company of any documents in relation to the transactions referred to above and the doing of all things necessary or desirable to give effect to the transactions referred to above is in the best interests of the Company and be and is hereby authorised and approved

AGREEMENT

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

The undersigned, being the sole eligible member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions as if they had been passed as special resolutions at a general meeting of the Company

Signed by



(signature)

For and on behalf of

AURELIUS ETA UK INVESTMENTS LIMITED

Date

5 October

2016

NOTES

- 1 If you agree with 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
 - (A) **By Hand** delivering the signed copy to Philip de Vries at Jones Day, 21 Tudor Street, London, EC4Y 0DJ
 - (B) **Post** returning the signed copy by post to Philip de Vries at Jones Day, 21 Tudor Street, London, EC4Y 0DJ
 - (C) **Fax** faxing the signed copy to Philip de Vries at +44 (0)207 039 5999
 - (D) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to pdevries@jonesday.com Please enter "Written Resolutions of TFHC LIMITED" as the subject line
- 2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 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