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A14 08/07/2015 #184
COMPANIES HOUSE

Company No 9555010

**PRIVATE COMPANY LIMITED BY SHARES
THE COMPANIES ACT 2006
WRITTEN RESOLUTION
OF
EAGLEMOSS CAPITAL LIMITED (FORMERLY HAMSARD 3376 LIMITED)
(the "Company")**

30...JUNE... 2015 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (the "**Resolution**")

SPECIAL RESOLUTIONS

- 1 **THAT** the terms of each of the documents (a) to (f) listed below (the "**Documents**") and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in their absolute discretion, think fit)
 - a) a facilities agreement between (i) Solutus Advisors Limited (as Agent), (ii) Crédit Lyonnais, BNP Paribas, Banque Palatine, Société Générale and HSBC France (as Lenders), (iii) Eaglemoss France SAS, Eaglemoss Publications Limited and Eaglemoss Limited (as Borrowers) and (iv) the Company (formerly Hamsard 3376 Limited) (the "**Facilities Agreement**"),
 - b) the act of Cautionnement (as defined in the Facilities Agreement),
 - c) the Convention de Nantissements Comptes-Titres Filiales Eaglemoss Capital Ltd (as defined in the Facilities Agreement),
 - d) the Convention de Nantissement Titres Eaglemoss Holding (as defined in the Facilities Agreement),
 - e) an intra-group loan agreement to be entered into between the Company (as Lender) and Eaglemoss France SAS and Eaglemoss Limited (as Borrowers), and
 - f) any further documents, deeds, instruments, agreements, powers of attorney, notices, requests (including but not limited to any utilisation requests, howsoever defined), acknowledgments, memoranda, statements or certificates as may be ancillary, necessary, desirable, required or requested in connection with the documents listed above in contemplation of the transactions therein
- 2 **THAT** notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Documents for and on behalf of the Company (in such manner and subject to such changes as the directors, in their absolute discretion, think fit)

AGREEMENT

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

The undersigned, being the sole member entitled to vote on the above Resolution on the Circulation Date (set out above), hereby irrevocably agrees to the Resolution



Joseph Georges Bensoussan

30 JUNE 2015

Date

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by
 - 1 1 Post returning the signed copy by post to Julie-Anne Lucchetti, Squire Patton Boggs (UK) LLP, 7 Devonshire Square, London, EC2M 4YH, and
 - 1 2 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to julie-anne.lucchetti@squirepb.com
- 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
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 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