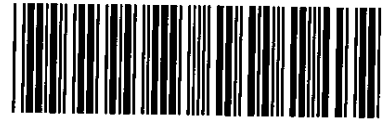


Company Number: 10348095

SATURDAY



A15 *A81CG4GQ* 16/03/2019 #252
COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBER
of

PBSA ST JAMES HOUSE UK LIMITED
(the Company)

Circulated on... 14 October 2016... (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

[REDACTED]

1. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

2.

SPECIAL RESOLUTIONS

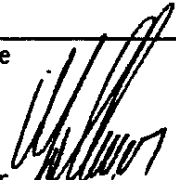

4. Notwithstanding anything to the contrary in these Articles, the provisions of article 24.1(b) will not apply and the Directors of the Company will register any transfer of shares and may not suspend any registration of such shares, where such transfer:
 - 4.1 is to:
 - 4.1.1 a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits a Financial Institution; and/or
 - 4.1.2 a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security; and
 - 4.2 is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or
 - 4.3 is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.
5. **THAT**, Article 9 of the Articles of Association shall be deleted in its entirety."
6. **THAT** the resolutions numbered 1 to 5 have effect notwithstanding any provision of the Company's articles of association.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

The sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions:

SIGNED on behalf of **PBSA 4 S.A R.L.**

Signature			
Manager			
Print name	Paul Galliver	Damien Warde	
Paul Galliver	Manager	Manager	
Damien Warde			

4 October

Date on which resolutions are passed _____ 2016

Notes:

1. If you agree to the Resolution, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:

1.1 by hand or post to:

Louisa Cockburn
Mishcon de Reya LLP
Africa House
70 Kingsway
London
WC2B 6AH; or

1.2 by attaching a scanned copy of the signed document and sending it to louisa.cockburn@mishcon.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.

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.
3. The Resolution will lapse if your agreement to it has not been received by the Company within 28 days of the Circulation Date.
4. 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.
5. 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.