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06/10/2011  
COMPANIES HOUSE

Company no. SC274858

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PRINCES STREET INVESTMENTS LIMITED

("Company")

Circulation Date – 29 September 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**").

SPECIAL RESOLUTIONS

1. **THAT** the execution, delivery and performance by the Company of:-
  - 1.1 a sterling term loan facility with HSBC Bank plc (the "**Lender**") (the "**Facility**") to be made available to the Company pursuant to the terms of a facility agreement to be entered into between (1) the Company and (2) the Lender (the "**Facility Agreement**");
  - 1.2 a debenture in favour of the Lender over all of the Company's property, assets and undertaking, present and future (the "**Debenture**");
  - 1.3 a deed of subordination to be entered into in favour of the Lender by the Company, Ciref Malthurst Limited and Corovest Mezzanine Capital Limited;
  - 1.4 a hedging agreement with the Lender as hedging counterparty, on the terms of an ISDA Master Agreement and associated confirmation;
  - 1.5 a duty of care agreement to be entered into between the Company, the Lender and The Robson Partnership LLP; and
  - 1.6 a director's certificate addressed to the Lender,

is for the benefit of and in the interests of the Company and is hereby approved.

AGREEMENT

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

We, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution at the time it was circulated, irrevocably agree to the Resolution

For and on behalf of  
Ciref Malthurst Limited

29 September 2011

## 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 using one of the following methods:-
  - **By Hand:** delivering the signed copy to Andrew Rowell, at Redefine International Management Limited, 2nd Floor, 11 Haymarket, London SW1Y 4BP;
  - **Post:** returning the signed copy by post to Andrew Rowell, at Redefine International Management Limited, 2nd Floor, 11 Haymarket, London SW1Y 4BP;
  - **Fax:** faxing the signed copy to 020 7811 0101 marked "For the attention of Andrew Rowell";
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to ARowell@redefineinternational.com. Please enter "Written resolutions dated 2011 " in the e-mail subject box.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by \_\_\_\_\_, 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.
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.