

**HAYDOCK FINANCE LIMITED (Company Number 1526882)**

**(the "Company")**

**21<sup>st</sup> July 2015 (the "Circulation Date")**

**WRITTEN RESOLUTIONS**

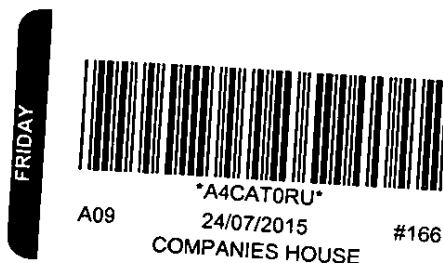
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**")

**SPECIAL RESOLUTIONS**

That

- 1 **THAT** notwithstanding any existing provisions of the articles of association (including all the provisions of its memorandum of association, which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the articles of association) of the Company to the contrary nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the documents listed below be and are hereby approved
  - (a) an amendment and restatement agreement to be entered into by (1) Haydock Asset Finance Limited, (2) Haydock Finance Holdings Limited, (3) the Company, (4) the Original Guarantors (as defined therein), (5) National Westminster Bank plc as lender and (6) The Royal Bank of Scotland plc (the "**Agent**", and in its capacity as agent, arranger, initial hedge counterparty, security agent and account bank, as appropriate) (the "**Amendment and Restatement Agreement**"),
  - (b) a formalities certificate to be signed by a director on behalf of the Company pursuant to the Amendment and Restatement Agreement, and
  - (c) any other agreement, notice or other document ancillary to, or in connection with, the above documents,(the "**Documents**")
- 2 **THAT** notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to
  - (a) execute and deliver each of the Documents with such amendments as they shall in their discretion approve, and
  - (b) enter into such documentation and take such action as may be required in order to carry out the matters referred to above

We, the undersigned, being the sole member of the issued share capital of the Company, hereby irrevocably agree to the Resolutions



A handwritten signature in black ink, appearing to be 'A. Okel', written over a horizontal line.

Director  
**Haydock Finance Holdings Limited**

Dated: 21<sup>st</sup> July 2015

## Notes to members

- 1 You can choose to agree to all of the Resolutions or more of them but you cannot agree to only one of the Resolutions. If you agree with the above 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
  - (a) **By Hand** delivering the signed copy addressed to the directors of the Company at the Company's registered office
  - (b) **Post** returning the signed copy by post addressed to the directors of the Company at the Company's registered office
- 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 A member's agreement to a written resolution, once signified, may not be revoked. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions must be passed before the date falling 28 days after the Circulation Date, otherwise they will lapse.
- 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.