

Company Number - 1708846

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

CABOT 1 LIMITED ("the Company")

I CERTIFY THAT THIS IS A TRUE COPY
OF THE ORIGINAL

Paul Hatter

COMPANY SECRETARY
10/9/2014

Circulation Date: 10 September 2014

We, the undersigned, being all the members of the Company, eligible to vote on the resolution at the time and date of circulation, hereby pass the following resolutions as Special Resolutions, pursuant to Section 288, Companies Act 2006

SPECIAL RESOLUTIONS

THAT, the Directors of the Company having on 10 September 2014 made a Solvency Statement in accordance with section 643 of the Companies Act 2006, the Company's share capital shall be reduced from 96,376,283 Ordinary Shares of par value £0.10 each to 96,376,283 Ordinary Shares of par value £0.01 each by reducing the par value of the Ordinary Shares of par value £0.10 each to £0.01 each ("Capital Reduction") and upon such reduction taking effect, the Articles of Association of the Company be amended accordingly

THAT, the amount of £19,962,372 standing to the credit of the Company's share premium account, be and is cancelled ("Share Premium Reduction").

THAT, the proceeds from the Capital Reduction and the Share Premium Reduction be treated as a distributable reserve of the Company

THAT, the directors of the Company be and are hereby authorised to take all steps necessary or desirable to implement such Capital Reduction and Share Premium Reduction.

For and on behalf of
MSDW Investment Holdings (US) LLC

DATE:

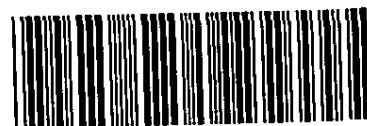
Authorised Signatory
as holder of 11,438,530 Ordinary Shares of par value £0.10
For and on behalf of
MSDW Investment Holdings (UK) Limited

DATE. 10 September 2014.

By [Signature]

Authorised Signatory
as holder of 84,937,753 Ordinary Shares of par value £0.10

WEDNESDAY



LD1 *L3G3UPM8* #55
10/09/2014
COMPANIES HOUSE

NOTES

- 1 Members may signify their agreement to the resolution by returning a hard copy of the resolution signed by them (or on their behalf) to The Company Secretary, 25 Cabot Square, Canary Wharf, London E14 4QA
- 2 Agreement may also be signified by email sent to the Company Secretary, email address john.haile@morganstanley.com
- 3 The proposed resolution will lapse if not passed within the 28 days beginning with the Circulation Date shown above
- 4 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
- 5 Once you have indicated your agreement to the resolution, you may not revoke your agreement


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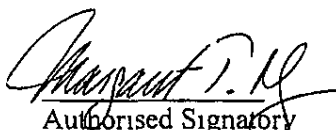
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For and on behalf of
MSDW Investment Holdings (US) LLC

DATE 10 September 2014.


Authorised Signatory

Margaret T. Dugan
Assistant Secretary

as holder of 11,438,530 Ordinary Shares of par value £0.10

For and on behalf of
MSDW Investment Holdings (UK) Limited

DATE:

Authorised Signatory

as holder of 84,937,753 Ordinary Shares of par value £0.10

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