

Company No. 1970192

THE COMPANIES ACT 2006
PRIVATE UNLIMITED COMPANY
WRITTEN RESOLUTION
OF
GECC UK

THURSDAY



On 11 December 2017, the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTION

1. That with immediate effect, the articles of association of the Company be amended by:
 - a. Inserting a new sentence at the end of article 1 as follows: "Regulation 110 (*Capitalisation of Profits*) shall also not apply to the Company"; and
 - b. Inserting as new article 19 the following:

"CAPITALISATION OF PROFITS AND RESERVES"

19.

19.1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:

19.1.1 decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of any other reserve of the Company (including any share premium account, capital redemption reserve or other undistributable reserve); and

19.1.2 appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend ("**persons entitled**") and in the same proportions as their entitlement to dividends ("**relevant proportions**").

19.2 Capitalised sums must be applied on behalf of the persons entitled and in the relevant proportions.

19.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum, which are then allotted, credited as fully paid, to the persons entitled or as they may direct.

19.4 A capitalised sum which was appropriated from profits available for distribution may be applied:

19.4.1 in or towards paying up any amounts unpaid on existing shares held by the persons entitled (whether as to the nominal value of the shares or any amount payable to the Company by way of premium); or

19.4.2 in paying up new debentures of the Company which are then allotted, credited as fully paid, to the persons entitled or as they may direct.

19.5 Subject to the articles, the directors may:

19.5.1 apply capitalised sums in accordance with articles 19.3 and 19.4 partly in one way and partly in another;

19.5.2 make such arrangements as they think fit where any difficulty arises with regard to any distribution of any capitalised sum; and, in particular, in the case of shares or debentures becoming distributable under this article in fractions, the directors may decide that the benefit of fractional entitlements belongs to the Company, that fractions are to be ignored, to make payments in cash in lieu of fractional entitlements, or otherwise deal with fractions as they think fit;

19.5.3 authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article; and

generally do all acts and things required to give effect to the ordinary resolution."

ORDINARY RESOLUTION

2. That the directors shall have the powers given by section 550 of the Companies Act 2006 to allot shares and to grant rights to subscribe for or convert any security into shares; and
3. That, subject to the passing of resolution 1, the sum of £39,056,504 being the amount standing to the credit of the capital contribution reserve of the Company be and is hereby capitalised and appropriated as capital to the sole shareholder of the Company and that the directors be and are hereby authorised to apply such sum in paying up in full 1 ordinary share of £1.00 in the capital of the Company and to allot and issue such new share, credited as fully paid up, to the sole shareholder of the Company.

For and on behalf of



Oakwood Corporate Secretary Limited

Secretary