

Company Number: 04181041

ARDENTA LIMITED

(the "Company")

WRITTEN RESOLUTIONS

Circulation date: 30 June 2017 (the "Circulation Date")

Defined terms used in this document have the same meanings as in the Senior Facilities Agreement (as defined below), unless otherwise defined herein.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "**Resolutions**") are passed as special resolutions, and we, the undersigned, being the 100 per cent of all the eligible members of the Company who (at the date of circulation of this resolution) are entitled to vote on the Resolutions, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the Resolutions by way of written resolution:

SPECIAL RESOLUTION

1. That, in accordance with section 21 of the Companies Act 2006, the Company's articles of association are amended by the insertion of the following new article after the existing article 10 and the re-numbering of the existing articles 11 to 35 accordingly:

"11 Transfers to Secured Parties

11.1 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

- (a) is to any Secured Party; or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares.

11.2 For the purposes of this Article "**Secured Party**" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf."

LIB01/FAULKNEA/5677902.1

SATURDAY



A08 08/07/2017 #420
COMPANIES HOUSE

Hogan Lovells

AGREEMENT

I, the undersigned, being a person entitled to vote on the above Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

Signed: *MF. Dhu*

Date: 30 June 2017

For and on behalf of **Claranet Limited**

Notes

1. If you agree with the Resolution, please signify your agreement by signing the Resolution returning it to the Company using one of the following methods:
 - by post: send the signed document by post to Thomas Almond at Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London, EC1A 2FG; or
 - by e-mail: attach a scanned copy of the signed document to an e-mail and send it to thomas.almond@hoganlovells.com. Please type **"Written resolutions – Ardentia Limited"** in the e-mail subject box
2. If any Resolution is not agreed to by the necessary majority, it will lapse at the end of the period of 28 days beginning with the Circulation Date (the **"Lapse Date"**). You will not be taken to have agreed to any of the Resolutions until the Company actually receives this signed document from you, so please ensure that we receive it by the end of the Lapse Date.
3. Once you have signified your agreement to the Resolution, you are not permitted to revoke your agreement.
4. If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.
5. If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a copy of the power of attorney or authority when you return it to us.