

Company No 07468014

The Companies Act 2006
Company Limited by Shares
ALBA GROUP EUROPE PLC
(the "Company")

At a General Meeting of the Company duly convened and held at ALBA Group plc & Co KG, Knesebeckstraße 56-58, 10719 Berlin on 6 November 2014 the following Resolution was duly passed as a Special Resolution

Special Resolution

THAT the Articles of Association of the Company be amended by the insertion of a new Article 87 as follows

"OVERRIDING PROVISIONS

- 87** Any member holding, or any members together holding, shares carrying not less than 90 per cent of the votes which may for the time being be cast at a general meeting of the Company may at any time and from time to time -
- 87.1** appoint any person to be a Director (whether to fill a vacancy or as an additional Director),
- 87.2** remove from office any Director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company,

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the member or members. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of such member or members has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors

To the extent of any inconsistency this Article shall have overriding effects as against all other provisions of these Articles "



FOR AND ON BEHALF OF
HACKWOOD SECRETARIES LIMITED

For and on behalf of
Hackwood Secretaries Limited
Company Secretary