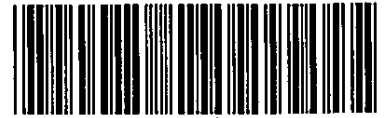


Company No 07468014

**The Companies Act 2006  
Company Limited by Shares**

**ALBA GROUP EUROPE PLC  
(the "Company")**

WEDNESDAY



LD3 "L43GSS82" #69  
18/03/2015  
COMPANIES HOUSE

At a General Meeting of the Company duly convened and held at ALBA Group plc & Co KG, Knesebeckstraße 56-58, 10719 Berlin on 16 March 2015 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 69 as follows

**69 Transfers to and from Secured Institutions**

**69.1** Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not refuse to register the transfer of a share, whether or not fully paid, where such transfer

**69.1.1** is to the bank or institution or any other person to which such shares have been charged by way of security or mortgaged (or any other security interest has been created, including as a part of assets subject to security created by debenture), whether as agent or security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution or any other person (a "**Secured Institution**"), or

**69.1.2** is delivered to the company for registration by any duly authorised representative of a Secured Institution or its nominee in order to perfect its security over the shares, or

**69.1.3** is executed by a Secured Institution or its nominee pursuant to the power of sale or other power 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 Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid 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. Any lien on shares which the company may have shall not apply in respect of any shares which have been charged by way of security or mortgaged (or any other security interest has been created, including as a part of assets subject to security created by debenture) to a Secured Institution

For and on behalf of  
Hackwood Secretaries Limited  
Company Secretary