

THE COMPANIES ACTS 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

ADDISON LEE HOLDINGS LIMITED
(Company No. 08486509)

(the "Company")

19 May 2014

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTIONS

- (a) THAT, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association;
- (b) THAT the share premium account of the Company be reduced from £ 803,391.7 to £ 77,313,917 and the amount by which the share premium account is so reduced be credited to a reserve;

Please read the notes accompanying this document before you signify your agreement to the Resolution.

The undersigned being a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.




LD1 19/05/2014 #14
COMPANIES HOUSE

Signed:

for and on behalf of

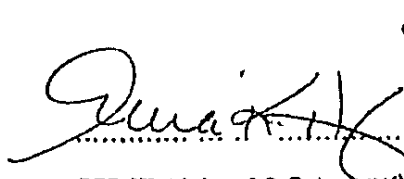
Date:


.....
Addison Lee Manco Limited
19th May 2014
.....

Signed:

for and on behalf of

Date:


CEP III Alphyn I S.C.A., represented by its Sole Manager, CEP III
Alphyn GP J. d. r. l., itself represented by Erica Hansen, Manager
and Barbara Imbri, Manager
9/5/14

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Andrew Clark, Latham & Watkins (London) LLP, 99 Bishopsgate, London EC2M 3XF.
- Post: returning the signed copy by post to Andrew Clark, Latham & Watkins (London) LLP, 99 Bishopsgate, London EC2M 3XF.
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to andrew.clark@lw.com.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the end of a period of 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.