

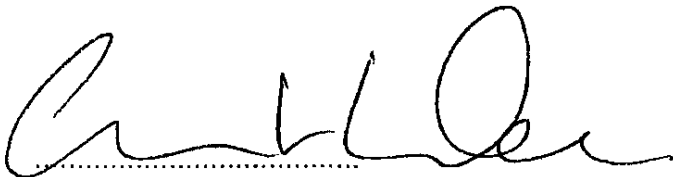
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
HIBU GROUP LIMITED
Company Number: 08815102 (the "Company")

On 27 February 2018, the following resolution was agreed and duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

IT IS RESOLVED THAT subject to and conditional on the issuance condition described at paragraph 4.9 in the attached Consent Request, and in accordance with Article 41 of the Company's Articles of Association, (a) the disapplication of the pre-emption rights described in Section 561 of the Companies Act 2006 and (b) the deletion of Article 47 and its replacement by a new Article 47 in the form set out at Appendix C be and are hereby approved.

Signed:



~~Director~~/Secretary

WEDNESDAY



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Paragraph 4.9 of the Consent Request:

Hibu intends to complete the offering of the New Notes in March 2018, subject to market conditions and the achievement of satisfactory pricing and terms. The transactions described in this Consent request are subject to, and conditional upon, the successful issuance of the New Notes by 31 December 2018 in an aggregate amount that is sufficient, when combined with Hibu's available cash reserves, to redeem in full the Cash Pay Notes, make the Additional Pension Payment and meet fees, costs and expenses related to the 2018 Refinancing. For the avoidance of doubt, the PIK Notes will not be equitized unless this condition is satisfied.

THIS DOCUMENT DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR THE SOLICITATION TO PURCHASE OR SUBSCRIBE FOR, ANY SECURITY OR DEBT INTEREST IN ANY JURISDICTION TO OR FROM ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE ANY SUCH OFFER OR SOLICITATION IN SUCH JURISDICTION. NONE OF THE DEBT INTERESTS OR EQUITY INTERESTS REFERRED TO IN THIS DOCUMENT SHALL BE SOLD, ISSUED OR TRANSFERRED IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

**APPENDIX C
FORM OF AMENDED ARTICLE 47**

47. Restrictions on transfer

- (1) A Shareholder may not Sell any of its Shares or interests in its Shares to any person that is a direct competitor of the Topco Group (as such may be determined by the Directors, acting in good faith), unless such a sale is approved in advance by the Directors.
- (2) Notwithstanding anything in these articles to the contrary, a Shareholder may only transfer its Shares or interests in its Shares to another bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets and which is:
 - (A) an institutional "accredited investor" within the meaning of clauses (1), (2), (3), (7) or (8) of clause (a) of Rule 501 of Regulation D under the US Securities Act; or
 - (B) a non-US person that is outside the United States within the meaning of Regulation S under the US Securities Act, or to such other person as the Company has consented to,and may not transfer its Shares or interests in its Shares to any other person.
- (3) Notwithstanding anything in these articles to the contrary, a transfer of Shares shall not be permissible to the extent it would violate any applicable law, including applicable US federal or any state securities or "blue sky" laws. Any such transfer is void in ab initio.
- (4) For the purposes of this article, "**US Securities Act**" means the US Securities Act of 1933, as amended.