

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**Britannia Central Limited**

(the "**Company**")

(Company Number 613789)

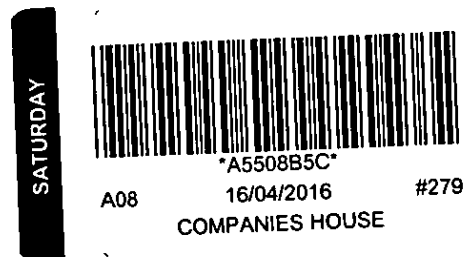
Circulation Date: 5 April 2016

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

**SPECIAL RESOLUTION**

**THAT** Article 9 of the articles of association of the Company (pre-emption rights on transfer of shares) be hereby waived in relation to the transfer of 100 ordinary shares of £1 00 each in the capital of the Company, held in the name of Savoylane Ltd, to TopHatCo Limited, a private company registered in Jersey under registered number 120276

Please read the notes at the end of this document before signifying your agreement to the Resolution



We, the undersigned, being the sole shareholder of the Company on the Circulation Date,  
irrevocably agree to the Resolution

**Signed by** *Anthony Thorne* <sup>duly</sup>  
authorised for and on behalf of **Savoylane**  
**Limited**

*A.C. Thorne*  
\_\_\_\_\_  
Director

Date: *5 April* 2016

## 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 Matthew Peters, Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH
- **Post** returning the signed copy by post to Matthew Peters, Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH
- **Email** by attaching a scanned copy of the signed document to an e-mail and sending it to matthew.peters@shlegal.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 28 days after 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 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 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.