

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**VHC Sub-Holdings (UK)**

**Company Number:02494621**

**(the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN  
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

THAT the issued share capital of the Company be reduced from £1,784,863,425 to £1 by cancelling and extinguishing 1,784,863,424 of the issued ordinary shares of £1 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve.

By order of the board:

.....  
R. Nagy.  
Director/Secretary

30 November 2018  
Date

FRIDAY



A33 \*A7JTUBFE\* #188  
30/11/2018  
COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006**


1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 30 November 2018 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
  - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his/her/its agreement to the resolution;
  - (B) the document must be sent to the Company in hard copy form or in electronic form;
  - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
  - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 15 days beginning with the Circulation Date.

**AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS**

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.

Executed on behalf of  
**Holdings U.K. No.3 Limited**

.....

Date:

30 November 2018