

Company Number 02810263

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

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COMPANIES HOUSE

PRINT OF WRITTEN RESOLUTIONS OF THE MEMBERS

of

QUADRON SERVICES LIMITED

(the "Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following resolutions (the "**Resolutions**") are proposed by the directors as special resolutions, as indicated below. The Resolutions are first circulated to members of the Company at 3 40 pm on 17 February 2016 (the "**Circulation Date**")

Unless a contrary intention appears, terms defined in the Senior Facilities Agreement (as defined below) have the same meaning when used in these Resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the Company's entry into an accession agreement (the "**Accession Agreement**") pursuant to which the Company would accede (i) as an Additional Guarantor to a senior facilities agreement originally dated 27 January 2014, as amended and restated on 28 February 2014, on 17 March 2015 and on or around the date of this document, (the "**Senior Facilities Agreement**") between Armoriga (formerly Holding De Reprise Financière 19) (the "**Parent**"), certain of its Subsidiaries as Guarantors, HSBC France and Natixis as Arranger and HSBC France as Facility Agent and as Security Agent and (ii) as a Debtor under and as defined in the Intercreditor Agreement. The terms of and the transactions contemplated by the Accession Agreement are **HEREBY APPROVED** in all respects with all such amendments or modifications of the Accession Agreement as any one director may, in his absolute discretion deem fit.
- 2 **THAT** the Company's entry into a (i) security agreement (the "**Security Agreement**") in favour of the Security Agent under which the Company would grant fixed and floating charges over all or substantially all of its assets (the "**Charged Assets**") in favour of the Security Agent in respect of the Obligors' obligations and liabilities under the Finance Documents (as defined in the Senior Facilities Agreement) and (ii) a security trust deed under which the Security Agent will be appointed to hold the Charged Assets as security trustee for the Finance Parties (the "**Security Trust Deed**") The terms of and the transactions contemplated by the Security Agreement and Security Trust Deed are **HEREBY APPROVED** in all respects with all such amendments or modifications of the Security Agreement as any one director may, in his absolute discretion deem fit,

the documents at paragraph 1 above and this paragraph 2 (together with any documents necessary, desirable or relating thereto) being the "**Finance Documents**"

- 3 **THAT** the directors have authority to approve the terms of, and the transactions contemplated by the Finance Documents and any related document, with such amendments as any director of the Company in his or her sole discretion approves
- 4 **THAT** the entry into the Finance Documents (including, without limitation, the granting of the guarantee and security by the Company under the Finance Documents) is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents will promote the success of the Company for the benefit of its members as a whole
- 5 **THAT** the directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Finance Documents and agree, execute and deliver any documents relating thereto, in each case as they shall deem necessary or appropriate
- 6 **THAT** any actions taken by any director or person acting under a power of attorney prior to the date of these Resolutions, which the directors of the Company would have been authorised to take pursuant to these Resolutions (ignoring the fact that such actions were taken prior to the date of these Resolutions), be and are hereby authorised, ratified, confirmed, adopted and approved in all respects as are the acts and deed of the Company
- 7 **THAT** the granting of the guarantee and indemnity by the Company pursuant to the terms of the Senior Facilities Agreement is in the best interests of the Company and its business, and the entry by the Company into the proposed transactions substantially on the terms set out in the Documents to which it is party is to the commercial benefit and advantage of the Company and is likely to promote the success of the Company for the benefit of its members as a whole
- 8 **THAT** these Resolutions have effect notwithstanding any provision of the Company's articles of association

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

[Signature page to follow]

AGREEMENT OF MEMBERS

We, being persons entitled to vote on the Resolutions on the Circulation Date irrevocably agree to the Resolutions

SIGNED by

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for and on behalf of

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PFEIFFER LIMITED

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