

Company No: 03078635

**COMPASS OVERSEAS HOLDINGS NO. 2 LIMITED**  
(the Company)

**Private Company Limited by Shares**

**WRITTEN RESOLUTION**

The directors of the Company propose that the following resolution (the *Resolution*) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution.

**SPECIAL RESOLUTION**

**THAT** the share capital of the Company be reduced in accordance with the Companies Act 2006 from £6,501,656,957.00 divided into ordinary shares of £1 each, through the reduction of the nominal value of those shares, to £3,250,828.4785 divided into 6,501,656,957 ordinary shares of £0.0005 each, all of which have been issued and fully paid and **THAT** the share premium account of the Company be and is hereby reduced in accordance with the Companies Act 2006 from £2,203,186,337.00 to £0.00 (nil) by cancelling £2,203,186,337.00 of the share premium account.

**AGREEMENT**

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

The undersigned, the person entitled to vote on the Resolution on 28 September 2016, hereby irrevocably agrees to the Resolution and confirms that we have received a copy of the Solvency Statement at or before the time we received the copy of the Resolution as required by 642(2) of the Companies Act 2006.

*M White*

on behalf of Compass Group Holdings PLC

MARK WHITE

Name

DIRECTOR

Title

Date

28 SEPTEMBER 2016

WEDNESDAY



LD1

\*L5GHOTQX\*

28/09/2016

COMPANIES HOUSE

#28

## 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 or by post** delivering the signed copy to the Company at Compass House Guildford Street, Chertsey, Surrey, KT16 9BQ

2 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

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement

4 Unless, by 28 days, 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 by this date