

NHP MANAGEMENT LIMITED  
(Company number 3288142)

(THE "COMPANY")

FRIDAY



A27

\*A3L3KT8G\*

21/11/2014

#89

## WRITTEN RESOLUTIONS OF SHAREHOLDER

CIRCULATION DATE. 12 November 2014

We, the undersigned, being the sole "eligible member" of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **RESOLVE** in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions as ordinary resolutions

- 1 **THAT** the terms of the transactions contemplated by the Documents (as defined in the draft minutes of the meeting of the board of directors of the Company annexed to these written resolutions (the "**Board Minutes**")) (and any other agreement or document in connection therewith) and the performance of the Company of its obligations under the Documents (and any other agreement or document in connection therewith) to which it is a party are hereby approved
- 2 **THAT** the entry into or performance by the Company of the Documents (and any other agreement or document in connection therewith) is in the best interests and for the corporate benefit of the Company
- 3 **THAT**
  - (a) any director of the Company (or in the case of any document to be executed by the Company under seal or as a deed, any director and the secretary of the Company or any two directors) be authorised to execute the Documents on behalf of the Company with such amendments thereto as such officer(s) or person shall in his absolute discretion think fit, and
  - (b) any director or the secretary of the Company, either singly or with any other director of the Company in the case of a deed, be authorised to execute and do all such acts, deeds, documents, certificates and notices as he may consider expedient in connection with the accession, execution or performance by the Company to or of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith
- 4 **THAT** these resolutions shall have effect notwithstanding any provision of the Company's articles of association

## SPECIAL RESOLUTION

**THAT** the Articles of Association of the Company be amended by deleting the existing article 6A and replacing it with the following new article 6A

"Notwithstanding anything contained in these Articles and in Table A

- (i) any discretion of the directors to register a transfer of shares shall not apply to any transfer of shares where such a transfer is executed by or in favour of

any bank or institution to whom such shares have been charged by way of security, or by or in favour of any nominee of, or purchaser from, such a bank or institution, pursuant to any deed or agreement or other document under which such shares have been charged, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be deemed to be conclusive evidence of such facts,

- (ii) the directors will not decline to register any transfer of shares, nor may they suspend registration thereof where such a transfer is executed by or in favour of any bank or institution to whom such shares have been charged by way of security, or by or in favour of any nominee of, or purchaser from, such a bank or institution, pursuant to any deed or agreement or other document under which such shares have been charged, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be deemed to be conclusive evidence of such facts "

Signed by its duly authorised representatives

Signed



for and on behalf of

**NHP LIMITED**

Date 12 November 2014

**NOTE**

Unless sufficient agreement has been received within the period of 28 days beginning with the Circulation Date, these resolutions will lapse. If you agree to these resolutions, please indicate your agreement by signing this document where indicated above and return it to the Company within that period.