



THE COMPANIES ACT 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BOND CARE (MARTHA) LIMITED (Company No. 3402958)
(the "Company")

Passed on 6 October 2011

We, the undersigned being all the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolution as a special resolution to take immediate effect as if it had been passed as a Special Resolution at a general meeting duly convened and held:

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by adding the following wording at the end of article 2:

"Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

(a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

(c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to

offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 1(a) above).

3 The lien set out in article 3, shall not apply to shares held by a Secured Institution (as defined in Article 1(a) above).

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

The undersigned, a person entitled to vote on the above resolution hereby irrevocably agrees to the above resolution.


For and on behalf of

BC2 Limited

Note: Your agreement to a resolution, once signed by you and received by the Company, may not be revoked