

Company number 3424866

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

CONSENTING TO VARIATION OF

CLASS RIGHTS OF THE C SHARES

of

ROGENSI LIMITED

(the "Company")

21st May 2014 ("Circulation Date")

TUESDAY



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03/06/2014

#56

COMPANIES HOUSE

WE, being the holders of all the C Ordinary Shares in the Company (the "C Shares") hereby consent to the variation or abrogation of the rights attaching to the C Ordinary Shares held by us by the amendments to the Company's Articles of Association which are proposed in the following proposed Special Resolution of the Company.

PROPOSED SPECIAL RESOLUTION

"IT IS NOTED that a written resolution of the Company dated 30 November 2006 was passed which made the following changes to the Articles of Association of the Company:

"THAT the Articles of Association of the Company be and hereby are amended by inserting three new paragraphs (b), (c) and (d) at the end of Article 3 as follows:

- "(b) The C class ordinary shares shall not confer upon their holder or holders the right to vote in general meetings of the Company. Subject to paragraph (c) below, the holder or holders of the C class ordinary shares will be entitled to receive dividends from the Company.
- (c) The Directors may determine to pay dividends and to pay dividends on one class of shares to the exclusion of other classes of shares.
- (d) With the exception of voting rights in respect of the Company in general meeting and dividend rights, all shares issued by the Company will enjoy equal rights."

IT IS FURTHER NOTED that subsequently in June 2007 a new print of the Company's Articles of Association was filed at Companies House which showed different changes to Article 3 which had not been made by the written resolution dated 30 November 2006 and accordingly the said print of the Company's Articles of Association filed in June 2007 was filed in error.

IT HAS NOW BEEN DECIDED to grant voting rights to the C ordinary shares in the Company to more broadly align the interest of the holder of the C Shares (RogenSi LLP) to the 'in substance' ownership interest that RogenSi LLP has in group companies to promote the success

of the Company for the benefit of its members as a whole and in other respects to confirm the continuing application of the changes made to Article 3 in the written resolution dated 30 November 2006.

IT IS THEREFORE RESOLVED HEREBY THAT Article 3 of the Articles of Association of the Company be amended by replacing the existing text after paragraph 3(a) (which paragraph 3(a) relates to the B ordinary share) with the following replacement text relating to the C ordinary shares:

- "(b) The C ordinary shares ("C Shares") shall entitle their holders to notice of general meetings of the Company and to attend and vote at general meetings of the Company on the basis that the entire number of such votes of the C Shares will represent 47.5% of the total number votes capable of being cast in respect of shares in the Company.
- (c) The Directors may determine to pay dividends and pay dividends on one class of shares to the exclusion of other classes of shares.
- (d) With the exception of voting rights in respect of the Company in general meeting and dividend rights, all shares issued by the Company will enjoy equal rights."

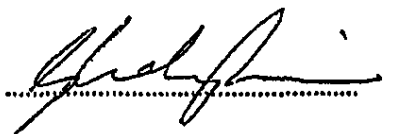
AGREEMENT

Please read the notes at the end of this document before signifying your consent.

The undersigned, a person entitled to give the above consent (the "Consent") on the Circulation Date, hereby irrevocably gives the Consent:

Signed by **ROGENSI LLP** (as holder of the C Shares) by a duly authorised signatory

Date 23/5/2014



NOTES

1. If you agree to give the Consent, please indicate so by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to

Glendon Price
Level 3,
6 Broad Street Place
Blomfield Street
London, EC2M 7JH
United Kingdom

Post: returning the signed copy by post to Glendon Price at the same address as for "By Hand" delivery above.

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Fax: faxing the signed copy to +44 207 628 7431 marked "For the attention of Glendon Price".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Glendon.price@rogersi.com. Please enter "Class Consent" in the e-mail subject box.

If you do not agree to give the Consent, you do not need to do anything: you will not be deemed to consent if you fail to reply.

2. Once you have indicated your consent, you may not revoke it.

3. Unless, by 17th June 2014, sufficient agreement has been received for the Consent to pass, it will lapse. If you give your consent, please ensure that your Consent reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

