

COMPANY NO. 03680030

TUESDAY



A28 *A6YPK04H* 30/01/2018 #277
COMPANIES HOUSE

BIOMED CENTRAL LIMITED
(the *Company*)

Private Company Limited by Shares

WRITTEN RESOLUTIONS

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 articles of association of the Company be amended such that the article 4B.4 reads as follows:

4B.4 The preference shares shall confer on the holders thereof an entitlement to a preferential dividend at the annual rate as follows (the "**Preference Share Dividend**"):

(i) on and from 1 January 2017 until the Initial Term Loan Maturity Date (as defined in the credit agreement dated 14 August 2013, as amended on 13 September 2013, 25 February 2014 and 15 August 2014 and as amended and restated on 15 August 2014, 5 May 2015, 15 August 2016, 7 April 2017 and 6 September 2017 (and as amended and/or amended and restated from time to time) between, amongst others, Springer SBM Two GmbH (formerly Blitz 13-252 GmbH) as the Parent, Springer SBM One GmbH (formerly Blitz 13-347 GmbH) as Holdings, Springer Science+Business Media Deutschland GmbH (formerly Blitz 13-253 GmbH) as the Lead Borrower, Barclays Bank PLC as Administrative Agent, Collateral Agent and L/C Issuer (the "**Senior Facilities Agreement**") the annual rate shall be 11.29 basis points above the interest rate applicable to the Term B8 Loans (or such replacement term loans as may refinance such Term B8 Loans (in full) from time to time (as applicable, the "**Relevant Loans**") under (and as defined in) the Senior Facilities Agreement; and

(ii) after the Initial Term Loan Maturity Date (as defined in the Senior Facilities Agreement) the annual rate shall be 11.29 basis points above the interest rate which would be applicable to the Relevant Loans (A) had the Lead Borrower (as defined in the Senior Facilities Agreement) chosen interest periods of three months and (B) had the Relevant Loans matured on the Final Maturity Date (as defined in the Senior Facilities Agreement).

The Preference Share Dividend shall be calculated in accordance with the terms governing interest on the Relevant Loans in (and as defined in) the Senior Facilities Agreement from time to time, which interest terms shall apply *mutatis mutandis* to this Agreement.

The Preference Share Dividend shall be paid upon a declaration of the board of directors of the Company.

AGREEMENT

The undersigned, the sole person entitled to vote on the Resolution on 4 December 2017 hereby irrevocably agrees to the Resolution:

on behalf of Stampdew Limited

A handwritten signature in black ink, appearing to be 'RJ' followed by a stylized flourish, positioned above a dotted line.

.....
Rachel Jacobs, Director

Date: 4 December 2017

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:** delivering the signed copy to Gabrielle Williams Hamer, The Campus, 4 Crinan Street, London N1 9AW;
- **by post:** returning the signed copy by post to Gabrielle Williams Hamer, The Campus, 4 Crinan Street, London N1 9AW; or
- **by email:** by attaching a scanned copy of the signed document to an email and sending it to gabrielle.williamshamer@springernature.com.

1. 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.

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

3. Unless, by 28 days from the date on which this document is circulated, 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.

4. 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.