

**OAG AVIATION HOLDINGS LIMITED**  
(Registration No 08408167)  
(incorporated in England)  
(the "Company")

**DIRECTORS' RESOLUTION IN WRITING FOR AUDIT EXEMPTION OF SUBSIDIARY  
COMPANIES**

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The undersigned, being all directors of the Company hereby consent to and adopt in writing the following resolution as of the 23<sup>rd</sup> day of September, 2014

**WHEREAS**

- A Under s479a of the Companies Act 2006, subsidiary companies may prepare and present unaudited accounts where a guarantee is provided by a parent company
- B A guarantee under s479 has been given by AXIO Data Group Limited to the subsidiary of the Company listed below
  - a UBM Data Services Limited (Registration No 04920893)


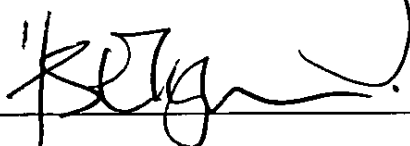
**IT IS HEREBY RESOLVED** that -

The Board of Directors approve that the Company should take advantage of the s479a guarantee for its subsidiary listed above and accepts the preparation and filing of unaudited accounts for this subsidiary for the period ended 31 December 2013

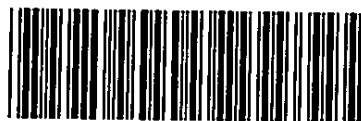
Dated this 23rd day of September 2014

**CHRISTOPHER BRADLEY**

**HENRY ELKINGTON**

THURSDAY



B31      \*B3H5100X\*      #369  
25/09/2014  
COMPANIES HOUSE

Company No: 08338657

THURSDAY

**AXIO Data Group Limited ("Company")**

B31

23/09/2014

#301

COMPANIES HOUSE

Minutes of a meeting of the board of directors ("Directors") of the Company held at offices of Electra Partners, Paternoster House, 65 St Paul's Churchyard, London EC4M 8AB, England on 22 May 2014 at 11 45am

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**PRESENT**

Hans Gieskes

(In the Chair)

Christopher Bradley

Sarah Williams

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1. **NOTICE AND QUORUM**

A quorum being present, **IT WAS RESOLVED** that Hans Gieskes chair the meeting Christopher Bradley accordingly took the chair and declared the meeting open

2 **PURPOSE OF MEETING**

The chairman reported that the purpose of the meeting was to recommend the availability of the new audit exemption for subsidiary companies under s479A of the Companies Act 2006 and therefore provide a parent guarantee in line with s479C of Companies Act 2006 for the period ended 31 December 2013 The companies to be guaranteed are as follows.


- AXIO Group Treasury Company Limited (registered number 08411983)
- AXIO Data Hedgeco Limited (registered number 08638050)
- AXIO Forest Products Holdings Limited (registered number 08408193)
- Breakbulk UK Holdco Limited (registered number 08707579)
- Techinsights (Holdco) Limited (registered number 08408196)
- OAG Aviation Holdings Limited (registered number 08408167)
- UBM Data Services Limited (registered number 04920893)
- Medica EMEA (Holdco) Limited (registered number 08408187)
- Global Trade (Holdco) Limited (registered number 08408182)
- Medica Asia (Holdco) Limited (registered number 08408185)

- 3 The Directors noted that they had reviewed and considered the parent guarantee in favour of the various companies listed and determined it was interest of the Company to provide this guarantee for the period ended 31 December 2013 **IT WAS RESOLVED** that Christopher Bradley and Henry Elkington are authorised and directed to take any action necessary to effectuate the above guarantee

Company No. 08338657

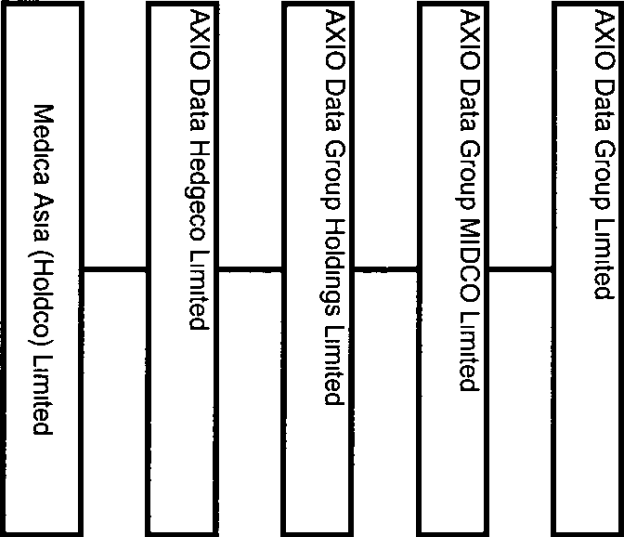
4. CLOSE OF MEETING

There being no further business, the meeting closed at 12 noon.



CHAIRMAN OF THE MEETING

**Structure Chart**



**Parent giving guarantee**

**Sole Shareholder/Member of Subsidiary**

**Subsidiary applying for guarantee**