

WRITTEN RESOLUTIONS OF

SCADBURY ASSETS

COMPANY NUMBER - 05309617

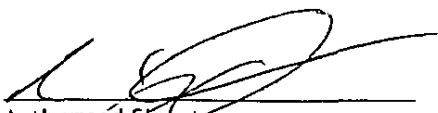


THE COMPANIES ACT 2006 & THE INSOLVENCY ACT 1986

In accordance with section 288 of the Companies Act 2006 the following resolutions were agreed to and were duly passed on 10 October 2014

The following special resolutions numbered (i), (iv) and (v) and the ordinary resolutions numbered (ii), (iii) and (vi) were passed

- (i) the Company be wound up voluntarily,
- (ii) Anne Clare O'Keefe and Alastair Paul Beveridge of Zolfo Cooper (the Liquidators) be and are hereby appointed Joint Liquidators for the purpose of winding up the Company's affairs and distributing its assets and that any act required or authorised under any Act or enactment to be done by the Liquidator may be done by one or more of the persons for the time being holding the office of Liquidator,
- (iii) the remuneration of the Liquidators shall be fixed at £4,950 plus VAT plus disbursements and that remuneration be drawn in accordance with the terms of the engagement letter between Zolfo Cooper and Goldman Sachs Group Holdings (U K ) Limited
- (iv) the Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company,
- (v) the Liquidators be and are hereby authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of said Act, and
- (vi) the Company's books and records be transferred to, and held by the Company Secretary of The Goldman Sachs Group, Inc and to the order of the Liquidators, until the expiry of 1 year after the date of dissolution of the Company, when they may be disposed of

  
Authorised Signatory  
On behalf of Scadbury Funding Limited

  
Authorised Signatory  
On behalf of Scadbury UK Limited

Date 10<sup>th</sup> October 2014