

**GS European Investment Group II Ltd
(the Company)**

Company Number **05702866**

Private Company Limited by Shares

WRITTEN RESOLUTION

WEDNESDAY



LD1 08/06/2011 52
COMPANIES HOUSE

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 **2006 Act**). The Resolution is proposed as a Special Resolution

SPECIAL RESOLUTION

Capital Reduction and amendments to the articles of association of the Company

THAT:

- (a) the share capital of the Company be and is hereby reduced in accordance with the 2006 Act from

- (i) 1 ordinary share of GBP £1 00,
- (ii) 12,111,882 ordinary shares of EUR€1 00 each,
- (iii) 60,409,889 redeemable shares of EUR€1 00 each,
- (iv) 5,882,900 redeemable shares of GBP£1 00 each, and
- (v) 17,788,289 redeemable shares of USD\$1 00 each,

all of which have been issued and fully paid, by cancelling

- (vi) 12,071,509 of the issued ordinary shares of EUR€1 00 each in the capital of the Company,
 - (vii) 60,208,523 of the issued redeemable shares of EUR€1 00 each in the capital of the Company,
 - (viii) 5,863,290 of the issued redeemable shares of GBP£1 00 each in the capital of the Company, and
 - (ix) 17,728,995 of the issued redeemable shares of USD\$1 00 each in the capital of the Company,
- (b) the articles of association be altered by inserting the following as a new article 21

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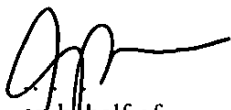
REDUCTION OF CAPITAL

Notwithstanding the provisions of the 2006 Act and the provisions of The Companies (Reduction of Share Capital) Order 2008, any amounts that would, but for the provisions of this Article 21, be treated as a realised profit resultant from a

capital reduction undertaken pursuant to section 641-644 of the 2006 Act shall instead be treated as a non-distributable equity reserve”

AGREEMENT

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution on 7 June 2011 (the *Circulation Date*) hereby irrevocably agree to the Resolution and for the purpose of the Resolution confirm that we have received a copy of the directors' solvency statement at or before the time we received the copy of the Resolution as required by 642(2) of the 2006 Act


on behalf of

GS European Opportunities Fund II GP Ltd

Director

Name & capacity of signatory

Date *7 June 2011*

2. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning a signed copy to the Company at Peterborough Court, 133 Fleet Street, London EC4A 2BB
3. 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
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
5. The Resolution will lapse unless it is agreed within 15 days of the Circulation Date