

Company Number: 05878446

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

of

Oakam Holdings Ltd
(the Company)

Circulated on...20 NOVEMBER 2017... (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

ORDINARY RESOLUTION

1. **THAT** the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of the following documents to be entered into pursuant to a facility agreement between (1) Oakam Ltd as borrower, (2) VPC Speciality Lending Investments Intermediate, LP as lender, (3) the Company as guarantor and (4) Victory Park Management LLC as facility agent and security trustee (the **Facility Agreement**), be and are hereby approved:
 - 1.1 the Facility Agreement executed by the Company, Oakam Finance Ltd and Oakham Ltd as Guarantors (the **Guarantors**), Oakam Ltd as borrower, VPC Speciality Lending Investments Intermediate, LP as lender and Victory Park Management LLC as facility agent and security trustee;
 - 1.2 a debenture creating fixed and floating charges over the undertaking and assets of the Company and those of Oakam Finance Ltd and Oakam Ltd(together the **Relevant Documents**);
2. **THAT** the directors have authority to approve the terms of, and the transactions contemplated by the Relevant Documents;
3. **THAT** the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents is in the best interests of the Company's business and will promote the success of the Company for the benefits of its members as a whole; and
4. **THAT** resolutions 1 to 3 have effect notwithstanding any provision of the Company's articles of association.



SPECIAL RESOLUTIONS

5. **THAT** the articles of association of the Company be amended by renumbering the existing article 8.1 as articles 8.1A and inserting the words "Subject to article 8.1B" at the beginning of article 8.1A and by inserting the following provision after the newly renumbered article 8.1 as a new article 8.1B:

"The lien referred to in article 8.1A shall not apply where any such shares have been pledged, mortgaged or charged by way of security."

6. **THAT** the articles of association of the Company be amended by renumbering the existing article 11.6 as article 11.6A and inserting the words "Subject to articles 11.6B and 11.6C," at the beginning of that article and by inserting the following provisions after the newly renumbered article 11.6 as a new articles 11.6B and 11.6C:

"11.6B Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:

- (a) to a lender, a bank or institution, or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any transferee of such a lender, bank, institution or agent and/or trustee (in each case, a secured person); or*
- (b) delivered to the Company for registration by a secured person or its nominee in order to register the secured person as legal owner of the shares or in order to transfer the shares to a third party; or*
- (c) is executed by a secured person or its nominee pursuant to the power of sale or other power under such security,*

11.6C Notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a secured person or its nominee and no secured person or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer referred to in article 11.6B above to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles, or otherwise to require such shares to be transferred to them whether for consideration or not."


7. **THAT** the resolutions numbered 5 and 6 have effect notwithstanding any provision of the Company's articles of association.

Please read the notes set out below before signing or taking any action on this document.


AGREEMENT

The shareholders entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions:

SIGNED on behalf of Cabot Square Capital
Nominee Limited

Signature 	Director
Print name JAMES R. CLARK	

SIGNED by Frederic Nze

Signature 

Date on which resolution is passed ~~[] 20 []~~ 20 NOVEMBER 2017

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:
 - 1.1 by hand or post to Mishcon de Reya, Africa House, 70 Kingsway, London WC2B 6AH marked for the attention of Saloni Malde; or
 - 1.2 by attaching a scanned copy of the signed document and sending it to Saloni.Malde@Mishcon.com.

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

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.
3. The Resolutions will lapse if your sufficient agreement to them has not been received by the Company within 28 days of the Circulation 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.