

Company number 06208889

The Companies Act 2006

Company limited by shares

Written resolutions

of

Audley Willicombe Management Limited (the "Company")

23 January 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Audley Willicombe Management Limited (the "Company") propose that resolution 1 below is passed as an ordinary resolution and resolution 2 below is passed as a special resolution (together, the "Resolutions").

Ordinary Resolution

That:

1. Approval of finance documents

1.1 the terms and transaction contemplated by the execution and delivery by the Company of the Finance Documents to which it is to be a party, including but not limited to each of the following documents and the performance by the Company of its obligations under the Finance Documents to which it is to be a party, including but not limited to the following documents be hereby approved and confirmed as being in the best interests of the Company and promoting the success of the Company for the commercial benefit and advantage of its members:

- (a) a facility agreement to be entered into by, amongst others, the Company, Audley Court Limited as the Borrower and HSBC Bank PLC as lead arranger and agent (the "Facility Agreement");
- (b) a security agreement to be entered into by the Company in favour of the Security Agent (the "Security Agreement");
- (c) a subordination agreement to be entered into between, amongst others, the Company as Obligor and the Agent;
- (d) a deed of release to be entered into between the Company and Coutts & Company;
- (e) a directors' certificate to be issued by a director of the Company in favour of the Agent; and
- (f) all ancillary documentation required in connection with the Finance Documents, (together, the "Transaction Documents")

1.2 any director of the Company has authority to approve the terms of, and the transactions contemplated by the Transaction Documents the Company is party to and any other related Finance Documents, notices, certificates or authorisations to be entered into by the Company;

1.3 the giving of the guarantees and granting of the security by the Company as set out in the Transaction Documents is in the best interest of the Company's business and the entry by the Company into the proposed transactions, substantially on the terms set out in the Transaction Documents, is to the commercial benefit and advantage of the Company; and

1.4 notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Finance Documents (as defined in the Facility Agreement) for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).

TUESDAY



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COMPANIES HOUSE

## Special Resolution

**That:**

**2. Articles of Association**

**2.1 *Insertion of new wording to Article 9***

the articles of association of the Company be amended by the insertion of the following at the end of article 9.1:

"Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

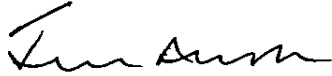
- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such bank or financial institution; or
- (b) where such transfer is by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Resolutions.**

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date (see *Notes 4 and 5 below*), hereby irrevocably agrees to the Resolutions.



.....  
duly authorised signatory

for and on behalf of

**Audley Court Limited**

Date: 23 January 2018

## IMPORTANT

### Notes to shareholders about the proposed Written Resolutions

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the resolutions, 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 or by post to:  
FAO Tom Guy  
1 Wood Street  
London  
EC2V 7WS
  - By email (by attaching a scanned copy of the signed document to an email) sent to: TomGuy@eversheds-sutherland.com). Please enter "Written resolutions circulated on [circulation date]" in the email subject box.

**Please note that return of this document will not be accepted by fax.**

2. **The resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. If you require any assistance in completing this document, please contact Tom Guy.