

Company Number: 06409662

TUESDAY



LD1

L53907KW

22/03/2016

#93

COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ELQ HOLDINGS (UK) LTD (the "Company")

WRITTEN RESOLUTION OF THE SOLE MEMBER

22 March 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution as detailed below

SPECIAL RESOLUTION

THAT, the issued share capital of the Company be reduced from \$841,992,627 to \$591,992,627 by cancelling and extinguishing 250,000,000 of the allotted and issued redeemable shares of \$1.00 each in the Company, each of which is fully paid up, and the amount by which the share capital is so reduced be credited to a reserve

Please see the solvency statement attached as Schedule 1 to this document and read the notes below before signifying your agreement to the special resolution

AGREEMENT

We, the undersigned, being the sole member of the Company, irrevocably agree to such resolution

For and on behalf of **ELQ Holdings (Del) LLC**

Signed

A handwritten signature in black ink, consisting of a stylized 'R' followed by a series of loops and a long horizontal stroke.

Dated

22 March 2016

NOTES

- 1 If you agree to the resolution, 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

- **Post** returning the signed copy by post to

ELQ Holdings (UK) Ltd
Peterborough Court, 133 Fleet Street,
London EC4A 2BB

- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to cgollop@cgsh.com

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

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 This Resolution will only be effective if it has been passed by 28 days from the circulation date of this Resolution. If you agree to the resolution, please ensure that your agreement reaches us on or before this date

Company Number: 06409662

ELQ HOLDINGS (UK) LTD
(the "Company")

**SOLVENCY STATEMENT MADE FOR THE PURPOSES OF SECTION 642 OF THE
COMPANIES ACT 2006 ON 22 March 2016**

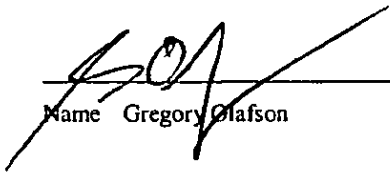
We, the directors named below (being all the directors of the Company as at the date of this statement) make the following statement under section 643 of the Companies Act 2006 (the "Act"), in the form as prescribed by The Companies (Reduction of Share Capital) Order 2008, for the purposes of section 642 of the Act

Having taken account of all the Company's liabilities (including any contingent or prospective liabilities), we have formed the opinion that

- 1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could then be found unable to pay (or otherwise discharge) its debts, and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

Signed on 22 March 2016 by

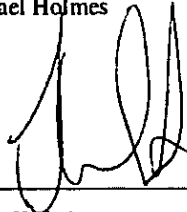
Name Michael Holmes



Name Gregory Olafson

Name Jeremy Wiltshire

Name Michael Holmes

A handwritten signature in black ink, appearing to be 'MH', written over a horizontal line.

Name Jeremy Wiltshire

Name Gregory Olafson