

COMPANIES ACT 2006
WRITTEN RESOLUTIONS

of

THEOREM EMEA PVT. LTD (the "Company")

Company number 06413401

Circulation Date July, 9 2014

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as two ordinary resolutions and a special resolution of the Company

We, the undersigned, being the sole member of the Company entitled to vote on the resolutions at the time they were circulated, irrevocably agree that the following written resolutions be passed as ordinary resolutions (in the case of resolutions 1 and 2) and a special resolution (in the case of resolution 3), being for all purposes as valid and effective as if passed by us as resolutions at a general meeting of the Company

- 1 THAT the terms of, and the transactions contemplated by, each of the documents (the "Documents") listed in the Annexure to this written resolution be and are hereby approved, and
- 2 THAT, subject to and in accordance with the Companies Act 2006 and notwithstanding any provisions of the Company's memorandum and articles of association or any interest or duty of any of the Company's directors which conflicts or may conflict, or possibly may conflict with the interests of the Company, the Company's director (signing in the presence of a witness who attests the signature where any Document is required to be executed as a deed) be and is hereby empowered, authorised and directed to execute and deliver the Documents and any other related notices, certificates or authorisations for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)
3. THAT, the articles of association of the Company be amended by the addition of new article 16.4 as follows:

'16.4 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share)

16.4.1 to any bank, financial institution or other person in whose favour any such share has been charged by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "Secured Institution"), or

16.4.2 delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share, or

16.4.3 executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise.'

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THURSDAY



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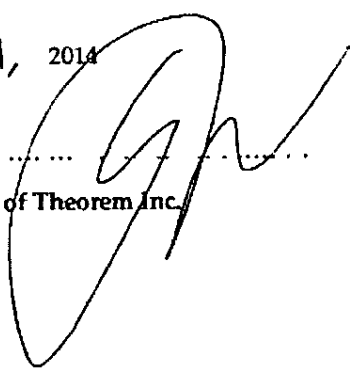
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COMPANIES HOUSE

Date July 9, 2014

SIGNED

For and on behalf of Theorem Inc.

A large, stylized handwritten signature in black ink, consisting of a large loop followed by a series of smaller loops and a final horizontal stroke.

ANNEXURE

- 1 A credit agreement between, amongst others, Theorem Inc (and others as Borrowers), the Company (and others as Guarantors), certain other financial institutions (as Lenders) and ABC Funding, LLC, (as Collateral Agent, Administrative Agent and security trustee) (the "Credit Agreement")
- 2 A debenture to be entered into by the Company in favour of ABC Funding, LLC.
- 3 A director's certificate certifying and confirming various matters including as required by the Credit Agreement