

## SHAREHOLDERS' WRITTEN RESOLUTION

Company No. 6704479

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

### RESOLUTIONS IN WRITING

of

**BIIF Bidco Limited (the "COMPANY")**


WE, being the sole member of the Company who at the circulation date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following as written resolutions which have been proposed as special resolutions

### RESOLUTIONS IN WRITING

1. **THAT** the Company enters into a facilities agreement of up to approximately £535,000,000 (the "**Facilities Agreement**") between, amongst others, the Company as Borrower, Lloyds Bank plc as Facility Agent and the Lenders (as defined therein).
2. **THAT** the Company enters into the other Finance Documents to which it is a party as defined in the Facilities Agreement.
3. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Facilities Agreement and the other Finance Documents to which it is a party as defined in the Facilities Agreement with such amendments as any authorised signatory of the Company may in his or their sole discretion approve.
4. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.

Signed.

By:

  
Nigel Middleton

For and on behalf of **BIIF ParentCo Limited**

DATE: 14 December 2015

THURSDAY



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24/12/2015

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COMPANIES HOUSE

NOTES.

1. The circulation date of these resolutions is 14 December 2015. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify its agreement to the resolutions by signing the resolutions and by delivering a copy of the signed resolutions to an officer of the Company by hand.
3. These resolutions must be passed within 28 days of the circulation date above. If the resolutions are not passed by such date it will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.