

Company Number: 7775443

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of the sole shareholder

of

NAYA CAPITAL MANAGEMENT UK LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole shareholder of the Company passes the following resolutions as an ordinary or a special resolution as indicated below (the "Resolutions")

15 December 2015

ORDINARY RESOLUTION

RESOLVED THAT,

- (1) in accordance with section 551 of the Companies Act 2006 (the "CA 2006"), the director of the Company (the "**Director**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2015. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities, and

DOC ID - 3292668 I

THURSDAY



A13 17/12/2015 #233
COMPANIES HOUSE

- (2) in accordance with paragraph 8 of the Articles, the Director of the Company be generally and unconditionally authorised to issue the following ordinary shares of £1 00 each ("Ordinary Shares") in the capital of the Company

509,748 Ordinary Shares

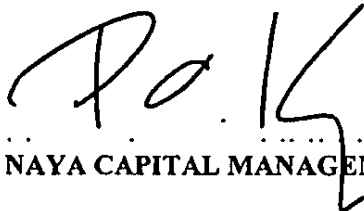
The total number of Ordinary Shares in issue following the issue of new shares pursuant to this paragraph (2) will be 810,562.

SPECIAL RESOLUTION

RESOLVED THAT, subject to the passing of ordinary resolutions above, and in accordance with section 570 of the CA 2006, the Director be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by such ordinary resolution, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £509,748, and
- (b) expire on 31 December 2015 (unless renewed, varied or revoked by the Company prior to or on that date).

The undersigned, being the sole person entitled to vote on the Resolutions on 15th December 2015, being the circulation date hereof, hereby irrevocably agrees to the Resolutions



NAYA CAPITAL MANAGEMENT LIMITED