

GSM FACILITIES LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION CIRCULATED ON 19/12/16 PURSUANT
TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

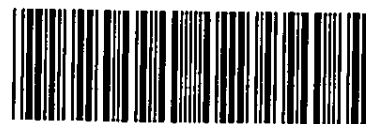
1 the following resolution is passed as an ordinary resolution:

ORDINARY RESOLUTION

THAT the members of the Company approve the terms of, and the transactions contemplated by

- (a) an amendment and restatement agreement (the "**Fourth Amendment and Restatement Agreement**") between (1) GSM London Services Limited (formerly known as Clipper Bidco Limited) as original borrower, (2) GSM London Holdings Limited (formerly known as Clipper Holdco Limited) (company number 07477490) (the "**Parent**") and certain subsidiaries of the Parent (including the Company) as original guarantors and (3) Lloyds Bank plc as arranger, original lender, overdraft lender, original hedge counterparty, agent and security agent pursuant to which the terms of the credit agreement originally dated 1 April 2011 (as previously amended and restated from time to time) would be amended and restated on the terms set out at Schedule 3 of the Fourth Amendment and Restatement Agreement,
- (b) an intercreditor agreement between (1) Lloyds Bank plc as senior agent, senior lender, senior arranger and security agent, (2) the individuals and entities listed in part of schedule 1 thereto as subordinated creditors, (3) the Parent, (4) GSM London Services Limited, (5) the entities listed in part 2 of schedule 1 thereto (including the Company) as intra-group lenders, (6) the entities listed in part 3 of schedule 1 thereto (including the Company) as original debtors, (7) the entities named in part 4 of schedule 1 thereto as investors, and (8) Sovereign Capital Partners LLP as investor security agent,
- (c) a guarantee and debenture between (1) the entities listed in Schedule 1 thereto (including the Company) as original companies and (2) Sovereign Capital Partners LLP as security trustee, and
- (d) a counter-indemnity between (1) the entities listed in Schedule 1 thereto (including the Company) and (2) Sovereign Capital Limited Partnership III

2 the following resolution is passed as a special resolution



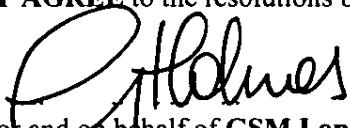
SPECIAL RESOLUTION

THAT the name of the Company be changed to "Greenford Facilities Limited"

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, being entitled at the time the resolutions were circulated to vote on the resolutions, **HEREBY AGREE** to the resolutions being passed

Signed



for and on behalf of **GSM London Services Limited**

Date **21 DECEMBER** 2016

THURSDAY



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26/01/2017

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COMPANIES HOUSE