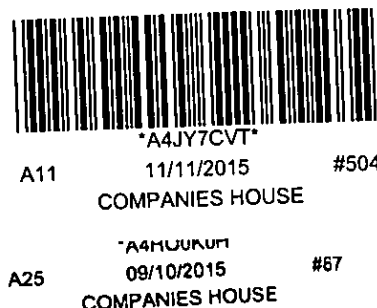


Company number 08401609

SILVER FALCON PLC

(The Company)

WEDNESDAY



PRINT OF RESOLUTIONS

Passed on 30 September 2015

At the **ANNUAL GENERAL MEETING** of the Company duly convened and held at 6 New Street Square, London EC4A 3LX on 30 September 2015 at 5 00pm, the following resolutions of the Company were passed as **ORDINARY** and **SPECIAL RESOLUTIONS**

SPECIAL RESOLUTION

- 1 **THAT** the authority granted to the Directors by the passing of resolutions 2 and 4 of the written resolution dated 13 November 2014 be extended to include up to a further 5,000,000 Ordinary Shares of £0.01 each in the capital of the Company, such that an aggregate of 15,000,000 Ordinary Shares may be allotted pursuant to the terms of the intermediate offer determined by the board at a meeting on 13 November 2014

ORDINARY RESOLUTIONS

- 2 **THAT** the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot up to £2,500,000 of Ordinary Shares of £0.01 each in the capital of the Company (including any rights for Ordinary Shares) for the purposes of, or in connection with an offer to subscribe for Ordinary Shares on the terms determined by the board at a meeting on 30 September 2015 (the **Placing**), provided that this authority shall, unless renewed, varied or revoked by the Company expire on the date falling one year from the date following admission to trading or listing of the Company's Ordinary Shares on a regulated or exchange regulated market (**Admission**), save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer of agreement notwithstanding that the authority conferred by this resolution has expired
- 3 **THAT** the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot up to £30,000,000 of Ordinary Shares of £0.01 each in the capital of the Company (including any rights for Ordinary Shares) for the purpose of or in connection with any acquisition carried out by the Company on or before the first anniversary of Admission (**Acquisition**), provided that this authority shall, unless

renewed, varied or revoked by the Company expire on the date falling one year from the date following Admission, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

- 4 **THAT** the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot Ordinary Shares of £0.01 each in the capital of the Company (including rights for equity securities or the sale of equity securities from treasury) up to, in aggregate, an amount not exceeding 200 per cent of the aggregate value of Ordinary Shares in issue as at the close of the first business day following Admission (i) for the purpose of or in connection with the restructuring of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired), and (ii) generally for such purposes as the Directors may think fit (whether connected with the Placing, Acquisition or otherwise), provided that this authority shall, unless renewed, varied or revoked by the Company expire on the date falling one year from the date following Admission, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

SPECIAL RESOLUTION

- 5 **THAT** the Directors may allot equity securities for the purpose of resolution (1), (2), (3) and (4) above as if section 561 of the Companies Act and any pre-emption rights in the Articles (including rights for equity securities or the sale of equity securities from treasury) did not apply including any arrangements in connection with any issue of equity securities as they deem necessary or expedient (A) to deal with equity securities representing fractional entitlements and (B) to deal with legal or practical problems in the laws of any territory, or (C) the requirements of any regulatory body, on the basis that this authority shall expire on the date falling one year from the date of Admission, save that the Company shall be entitled to make an offer or agreement which would or might require equity securities to be issued pursuant to restrictions (a), (b) and (c) above (inclusive) before the expiry of its power to do so, and the Directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date



Director