

No. 09094163

THE COMPANIES ACT 2006  
WRITTEN RESOLUTIONS  
of  
SANDS HERITAGE LIMITED

**7 NOVEMBER** 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "Company") propose that the following resolution (the "Resolution") be passed as an ordinary resolution.

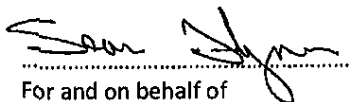
**ORDINARY RESOLUTION**

**1. Authority to allot shares**

THAT for the purposes of section 551 of the Companies Act 2006 (the "Act"):

- i. the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company, as is contemplated in sub-sections 551(1)(a) and 551(1)(b) respectively of the Act up to a maximum nominal amount of £30,934,468 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution; and
- ii. the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares to be allotted or such rights to be granted after the expiry of the said period and the Directors may allot any such shares and grant any such subscription and conversion rights referred to in (i) in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution in accordance with the provisions of section 551(7)(b) of the Act.

We, the undersigned, being the sole member entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution.

  
For and on behalf of  
ARROWGRASS MASTER FUND LTD

Date: **7 NOVEMBER** 2017



## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to the registered office of the Company or in electronic form.
2. If by the date which is 28 days from the Circulation Date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
3. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.