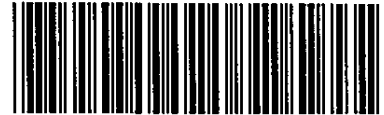


Company number 09686198

SATURDAY



A32 *A4DDE7KA* 08/08/2015 #306
COMPANIES HOUSE

ORDINARY AND SPECIAL RESOLUTIONS

OF

SHCL (BC) HOLDCO LIMITED (Company)

A PRIVATE COMPANY LIMITED BY SHARES

Passed on 31st July 2015

Notice is hereby given that, on 31st July 2015, the following resolutions were passed as ordinary and special resolutions of the Company

ORDINARY RESOLUTION

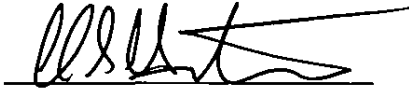
- 1 THAT, in accordance with section 551 of Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to further allot 99 Ordinary Shares of £1 00 each in the capital of the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £99 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30th July 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act 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 £99 00, and
 - (b) expire on 30th July 2020 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any

such offer or agreement notwithstanding that the power conferred by this resolution has expired

A handwritten signature in black ink, appearing to read 'MS Hayton', is written over a horizontal line.

Michael Steven Hayton
Director
For and on behalf of the Company