

Company Number 9861398

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS
of
RIBBON TOPCO LIMITED
(the "Company")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company proposed the following resolutions be passed as special resolutions. Terms defined in the board minutes of the board of Directors of the Company, dated **26** November 2015 shall have the same meaning in these written resolutions unless otherwise defined.

SPECIAL RESOLUTIONS

- 1 **THAT** the Company enters into the intercreditor agreement regulating the rights of certain lenders to be entered into by, among others, the Company, Ribbon Bidco Limited ("**Bidco**") and Ribbon Mezzco Limited in relation to the financing of the acquisition of the entire issued share capital of LRG Finance Limited (the "**Target**") by Bidco
- 2 **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Finance Documents to which the Company is a party
- 3 **THAT** the entry by the Company into the Intercreditor Agreement substantially on the terms set out therein is in the best interests of the Company's business and will promote the success of the Company for the benefit of the member's as a whole
- 4 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

SATURDAY



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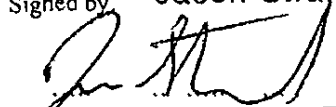
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COMPANIES HOUSE

Agreement of eligible members

The undersigned being eligible members on 26 November (the "Circulation Date") irrevocably
agree to the resolutions set out above: 2015

Signed by **Jason Stramel**



For and on behalf of Ribbon Holding Sub S.à.r.l

Date 26 November 2015

NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery marked for the attention of Alex Hillback at Gibson, Dunn & Crutcher LLP, Telephone House, 2-4 Temple Avenue, London, EC4Y 0HB acting on behalf of the Company
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless within twenty-eight (28) days from and including the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date

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