

Company No 10062455

THE COMPANIES ACT 2006

**PROSPECT BIDCO 2 LIMITED
WRITTEN RESOLUTION**

24 March 2016

(the "Circulation Date")

THURSDAY



LD1 *L53EO4NV* #84
24/03/2016
COMPANIES HOUSE

I, the undersigned, on behalf of the sole member of Prospect Bidco 2 Limited (the "**Company**") at the Circulation Date, hereby agree to the passing of the following special resolution by way of written resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006:

THAT the name of the Company be changed to "Polestar Stones-Wheatons Limited".

AGREEMENT:

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

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the resolution above.

for and on behalf of

PROSPECT HOLDCO LIMITED

Date 24 March 2016

NOTES

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - By Hand delivering the signed copy to the directors at the Company's registered address
 - Post returning the signed copy by post to the directors at the Company's registered address

If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 If the resolutions are not passed by the end of the period of 28 days beginning with the Circulation Date, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 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

PROSPECT BIDCO 2 LIMITED

Company No. 10062455

DIRECTORS' WRITTEN RESOLUTIONS

made on 24 March 2016

We, the undersigned, being all the directors of Prospect Bidco 2 Limited (the "**Company**") who (at the date of this resolution) would have been entitled to vote on any of the resolutions set out below had they been proposed as resolutions at a directors' meeting, hereby agree pursuant to the Company's articles of association

1 BACKGROUND

- 1 1 It is intended that the name of the Company be changed to "Polestar Stones-Wheatons Limited"

2 INTERESTS OF DIRECTORS

- 2 1 Pursuant to section 177 of the Companies Act 2006, it is noted that each of the directors has no interest, direct or indirect, in the proposed transaction or arrangement forming the business to be transacted in these written resolutions

3 PRODUCTION OF DOCUMENTS

The directors have carefully considered a copy of the members' written resolution (the "**Written Resolution**") of the Company setting out the resolutions necessary to effect the matters referred to in paragraph 1

4 CHANGE OF NAME

4 1 IT IS HEREBY RESOLVED

- (a) the Written Resolution be approved and circulated to the sole member of the Company for consideration and approval, and
- (b) upon receipt of the signed Written Resolution, a completed Form NM01 (notice of change of name by resolution) and a copy of the Written Resolution be filed with the Registrar of Companies, the new name be displayed at every place of business of the Company and all and any other associated formalities relating to the change of Company name be dealt with accordingly

Signed by



Director Swagatam Mukerji

24 March 2016

Date

Signed by

Director Mats Johansson

Date

PROSPECT BIDCO 2 LIMITED

Company No. 10062455

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made on 24 March 2016

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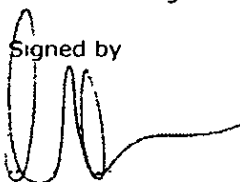
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Signed by

Director Swagatam Mukerji

Date

Signed by



Director Mats Johansson

Date

24 March 2016



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 10062455

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

PROSPECT BIDCO 2 LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

POLESTAR STONES-WHEATONS LIMITED

Given at Companies House on **24th March 2016**



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES