

AGREEMENT

KARPOWERSHIP UK LIMITED

Company Number: 10145003

(the "Company")

At a meeting of the shareholders in the Company held at Herengracht 491, 1017BT, Amsterdam on 28th September 2017 it was unanimously agreed by all members to claim exemption from audit under section 479C of the Companies Act for the accounting period ending 31 December 2016.

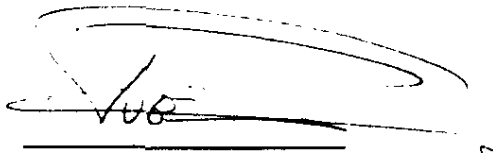


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**WRITTEN NOTICE OF
KARPOWERSHIP UK LIMITED
Company Number: 10145003
(the "Company")**

At a meeting of the shareholders in the Company held at Herengracht 491, 1017BT, Amsterdam on 28th September 2017 it was unanimously agreed that an exemption would be taken in respect of the requirement to have the financial statements for the year ended 31 December 2016 audited.

The Company is to lodge for AA06 – Statement of Guarantee by parent undertaking of a subsidiary company – under section 479A of the Companies Act 2006. The undemoted members approved of this notice.

A handwritten signature, possibly 'VUB', is written over a horizontal line. Above the signature is a large, loopy, handwritten flourish or scribble.

Karpower International BV