

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

ABVR GROUP LIMITED (the "Company")

COMPANY NUMBER: 10598443

FRIDAY



A32 \*A8KQHHE0\* 20/12/2019 #477  
COMPANIES HOUSE

22 June 2017 (the "Circulation Date")

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolutions) would be entitled to vote on this resolutions, hereby agree pursuant to Chapter 2 of Part 13 of the Companies Act 2006, to the passing of the following resolutions required to be passed (the "Resolutions").

**Ordinary resolution**

THAT the entry into by the Company of the following documents (the "**Documents**") and any ancillary documents thereto, the terms of and the transactions contemplated by them and the execution and performance of such documents are in the best interest of the Company and likely to promote the success of the Company for the benefit of its members as a whole and are hereby approved:

1.
  - (a) a term and revolving facilities agreement (the **Facilities Agreement**) between, amongst others, the Company (the **Original Borrower**), ABVR Finance Limited (and others) as guarantors (the **Original Guarantors**), Global Loan Agency Services Limited as **Agent**, GLAS Trust Corporation Limited as **Security Agent** and those financial institutions listed in Part II of Schedule I thereto (the **Original Lenders**); a copy of the composite debenture to be entered into by, amongst others, the Company (as chargor) and the Security Agent;
  - (b) a copy of the intercreditor agreement to be entered into by, amongst others, the Company, the Security Agent, and the Original Lenders; and
  - (c) any other Finance Documents (as defined in the Facilities Agreement) to which the Company is a party.
2. Any director of the Company is authorised to do, or authorise anyone to do, the following on behalf of the Company:
  - (a) execute and deliver the Documents, in their current form or with any changes which he or she, or anyone authorised by him or her, may approve;
  - (b) execute and/or deliver any other documents or take any other action in relation to the Documents as he or she, or anyone authorised by him or her, may consider necessary; and
  - (c) if any Document or related document agreed by a director needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 Companies Act 2006.

### Special resolutions

THAT the articles of association of the Company be amended as follows:

THAT article 32(2) be amended by replacing the words "The company's lien over a share:" at the beginning of that article 32(2) with the words "Subject to article 32(4), the company's lien over a share:".

THAT a new article 32(4) be added as follows:

"The Company shall have no lien on any share which is subject to a mortgage or charge in favour of another person."

THAT article 43(5) be deleted in its entirety and replaced by the following wording:

"Subject to article 43(6), the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent."

THAT a new article 43(6) be added as follows:

"The directors shall not refuse to register any transfer of shares, nor may they delay registration of any shares, which have been charged or mortgaged by way of security and where:

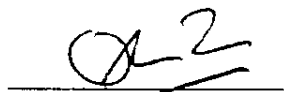
- (a) the transfer is to the person to whom those shares have been charged or mortgaged (the **Mortgagee**) or its nominee;
- (b) the transfer otherwise arises from the enforcement of the Mortgagee's rights in or to the shares; or
- (c) where the Mortgagee has consented to the transfer as a condition of the release of its security over the shares."

### Agreement

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

The undersigned, being the only person entitled to vote on the Resolutions on 22 June 2017, hereby irrevocably agrees to the Resolutions:

Signed by

A handwritten signature in black ink, consisting of a stylized 'A' followed by a horizontal line and a small flourish.

for and on behalf of

**ABVR Finance Limited (the "Parent")**

Date: 22 June 2017

**Notes**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at its registered office.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date which is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.