

DSM SFG Group Holdings Limited (the "Company")
COMPANY NUMBER 10631602
WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
CIRCULATION DATE: 17 MARCH 2017

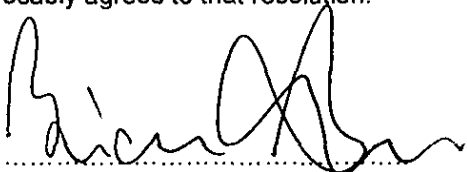
The directors of the Company propose that the following written resolutions be passed by the Company: resolutions, (1) as an ordinary resolution and resolutions (2), (3), (4), and (5) as special resolutions:

1. **THAT** the Company enters into the following documents:
 - 1.1 the facility agreement ("**Facility Agreement**") between the Company (as term loan borrower) and AIB Group (UK) plc (as lender) for a term loan facility (the "**Term Loan Facility**") and a revolving credit facility (the "**Revolving Credit Facility**");
 - 1.2 the Accession Agreement;
 - 1.3 the intercompany loan between Nobel Midco Limited (company number 10631201) as lender and the Company as borrower;
 - 1.4 the mortgage debenture between the Company as security grantor and AIB Group (UK) plc (the "**Security Agreement**");
 - 1.5 the intercreditor agreement between, amongst others, the Company, Nobel Midco Limited and AIB Group (UK) plc; and
 - 1.6 the guarantee between the Company, DSM Demolition Limited, DSM Decommissioning Limited (company number 10420719), Nobel Bidco 3 Cost Centre Limited (company number 10631770) and AIB Group (UK) plc (the "**Cross Guarantee**"), (together the "**Relevant Documents**").
2. **THAT** the directors have authority to approve the terms of, and the transactions contemplated by, the Relevant Documents and any related or ancillary document.
3. **THAT** the giving of the guarantee by the Company under the Cross Guarantee, the granting of security under the Security Agreement, the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents will promote the success of the Company for the benefit of its members as a whole.
4. **THAT** none of the directors of the Company who are also directors of the companies listed in Appendix 1 shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby and any or all of the documents relevant to the proposed sale of all or part of (inter alia) the share capital of a number of the companies listed in Appendix 1 to the Company and/or any other transaction contemplated thereby.
5. **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association.



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

The person named below, being a person eligible to vote on the above resolution on **17 MARCH 2017** irrevocably agrees to that resolution.



.....
for and on behalf of Nobel Midco Limited

17 MARCH 2017

.....
Date

NOTES:

1. If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Company's registered office for the attention of Brian Baker.
- **Post:** returning the signed copy by post to the Company's registered office for the attention of Brian Baker.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to brian.baker@stfrancisgroup.com. Please enter "Written resolution" in the e-mail subject box.

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.
3. The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that 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.

APPENDIX 1

Nobel Topco Limited
Nobel Midco Limited
St Francis Group 1 Limited
St Francis Group 2 Limited
DSM SFG Group Holdings Limited
JTK Holdings Limited
PJK Holdings Limited
DNK Corporate Holdings Limited
St Francis Group (B S Kidderminster) Limited
St Francis Group (Cherrywood Road) Limited
St Francis Group (Goscote) Limited
St Francis Group (Chivenor) Limited
St Francis Group (Brantham) Limited
St Francis Group (Kettering) Limited
Servefirm Limited
St Francis Group (Featherstone 2) Limited
St Francis Group (Redditch) Limited
Bidford Properties Limited
Nobel Bidco 2 SPV Limited
St Francis Group (Utility Services) Limited
Chivenor Cross Management Company (Commercial) Limited
St Francis Group (Talbot Mill) Limited
St Francis Group (Leamore Lane) Limited
SFGE Properties Limited
St Francis Group (Aldridge) Limited
St Francis Group (Caernarfon) Limited
Cayborn Limited
St Francis Group (Ardath Road) Limited
St Francis Group (Horizon 38) Limited
MSF Filton LLP
DGH (Bolsover) Limited
Bolsover Land Limited
Nobel Bidco 3 Cost Centre Limited
DSM Demolition Limited
DSM Decommissioning Limited