

Company Number: 11508814

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

TUESDAY



A08 \*A7IMD076\* #41  
13/11/2018  
COMPANIES HOUSE

of

**HAMSARD 3512 LIMITED (the "Company")**

~~6 NOVEMBER~~ 2018 (the "Circulation Date")

We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to all of the following resolutions (the "**Resolutions**"), which are proposed by the directors of the Company (the "**Directors**") to be passed as ordinary resolutions and special resolutions (as indicated below) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**CA 2006**").

**ORDINARY RESOLUTIONS**

- 1 **THAT** the situational or other conflicts of interest of the Directors detailed in the table below are hereby authorised and any action by any of them which would or might otherwise be or have been an infringement of a Director's duty under section 175 of the CA 2006 by virtue of the nature of each situational conflict of interest detailed in the table below be and are hereby authorised:

Name	Nature and Extent of Interest in Proposed Transaction or Arrangement
Mark Keeley	A Director of Hamsard 3511 Limited (" <b>Topco</b> "), the Company and Hamsard 3513 Limited (" <b>Bidco</b> ") and an employee/partner of ECI Partners LLP (" <b>ECI</b> "), manager of the funds which will subscribe for shares in the capital of the Topco and loan notes of the Company.
Isa Maidan	A Director of Topco, the Company and Bidco and an employee/partner of ECI, manager of the funds which will subscribe for shares in the capital of Topco and loan notes of the Company.

- 2 **THAT** the Directors are hereby authorised in accordance with section 175(5)(a) of the CA 2006 to ratify matters relating to a director which would otherwise have been or be an infringement of a director's duty under section 175 of the CA 2006 in such manner as they reasonably see fit.

**SPECIAL RESOLUTIONS**


- 3 **THAT** notwithstanding any existing provisions of the Articles to the contrary nor any personal interest of any Directors, the Company's execution, delivery and performance of the documents listed below be and is hereby approved:
- (a) a composite guarantee and debenture to be entered into between (1) Topco, the Company, Bidco and (2) ECI 11 Nominees Limited (as security trustee); and
  - (b) a junior intercreditor agreement to be entered into between (1) Topco, (2) the Company, (3) Bidco, (4) ECI 11 Nominees Limited (as security trustee) and (5) inter alia, the holders of loan notes in the Company,
- (the "**Documents**").
- 4 **THAT** notwithstanding any personal interest, the board of Directors be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to:
- (a) execute and deliver the Documents with such amendments as they shall in their discretion approve; and
  - (b) enter into such documentation and take such action as may be required in order to carry out the matters referred to above.

#### **AGREEMENT**

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

The undersigned, each a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions set out above:

Signed by a director of  
**HAMSARD 3511 LIMITED**

  
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Date:

6 NOVEMBER 2018.....