

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**APPLE FINCO (J) LIMITED**

(the "Company")

25 October 2018

(the "Circulation Date")

THURSDAY



A24 \*A7I9NYUO\* #55  
08/11/2018  
COMPANIES HOUSE

The undersigned, being as at 25 October 2018, the date of circulation of these resolutions, the sole shareholder of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect in the case of resolution (1) as an ordinary resolution and having effect in the case of resolution (2) as a special resolution, in each case in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

**1. ORDINARY RESOLUTION**

- 1.1 **THAT** Hiroaki Odajima, who is also a director of Apple HoldCo (J) Limited, shall not 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 documents set out in Exhibit A in respect of the financing and/or the transactions contemplated thereby, and the interests of the directors of the Company arising by virtue of such cross directorships giving rise to an actual or potential conflict with the interests of the Company for the purposes of section 175 of the Companies Act 2006 are hereby approved.
- 1.2 **THAT** Article 14(1) be dis-applied for the purposes of the directors forming a quorum and voting to approve the terms of and the transactions contemplated by the Transaction Documents, with the effect that any director who has duly declared his interest in some or all of the Transaction Documents and the transactions contemplated thereby, may vote at a meeting of directors or of a committee of the directors on any resolution concerning the matter in which he is interested, directly or indirectly, and if he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.

**2. SPECIAL RESOLUTION**

**THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following as:

- (a) a new Article 9.5:

"Notwithstanding anything contained in these Articles, any lien on shares which the Company has shall not apply in respect of any shares which have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise)."

(b) a new Article 9A "Secured Shares":

"Notwithstanding anything contained in these Articles, any share which has been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) must be fully paid."

(c) a new Article 24.1(c):

"Notwithstanding anything contained in these Articles the directors (or director if there is only one) of the Company shall not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") and where the transfer is or is to be:

(a) to a Secured Party or its nominee; or

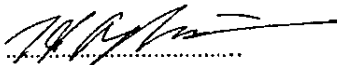
(b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts."

The sole shareholder of the Company who is an eligible member because they are entitled to vote on the resolutions on the circulation date should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to 1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo, Japan or send a copy by email to each director of the Company.

These resolutions must be passed by the sole shareholder by the end of the period of 28 days beginning with the circulation date otherwise it will lapse.

Date of circulation: 25\_\_ October 2018



Director  
on behalf of  
Apple Holdco (J) Limited

Date: 25/10/18