

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EASTONVILLE INVESTMENTS LIMITED (the "Company")

(Company Number ~~NI627836~~ NI 627 836)

13 August 2015 (the "Circulation Date")

WEDNESDAY



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04/11/2015

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Special Resolution").

SPECIAL RESOLUTION

We, the undersigned, being the sole member of the Company who at the date this resolution is circulated is entitled to vote on this resolution, declare that the following shall take effect as a special resolution.

WE RESOLVE THAT:

- (a) the Articles of Association of the Company be amended by inserting the following provision after the existing Article 26(5) as a new Article 26(5)(A):

"26(5)(A) Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:-

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any Shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee, shall be required to offer the Shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this article unless not less than 21 days' written notice thereof shall have been given to any such Secured Institution by the Company."

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution"):

ORDINARY RESOLUTION:

1. **THAT** notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company and notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically empowered, authorised and directed to approve entry into, and execution of, the following documents:-

- (a) a facilities agreement to be entered into by (1) the Company (as Borrower) (2) Earlsfort Capital Partners Limited (as Arranger) (3) Garrison Earlsfort Investments Limited (as Lender) and (4) Earlsfort Capital Partners Limited (as Agent); and

- (b) a fee letter relating to the fees payable by the Company to the Arranger

and that the terms of the transactions contemplated by such documents be hereby approved.

AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolutions on the above-stated Circulation Date, hereby irrevocably agrees to the Resolutions:



For and on behalf of
DIALECTIC EASTONVILLE LP
Acting by its general partner
DIALECTIC EASTONVILLE (GP) LTD

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.

- **By Hand:** delivering the signed copy to the Company's registered address
- **Post:** returning the signed copy by post to the Company's registered address

If you do not agree to 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. Unless, sufficient agreement has been received for the Resolution to pass, within 28 days from the Circulation Date it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

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 other authority when returning this document.