

THE COMPANIES ACT 2006

PRIVATE UNLIMITED COMPANY

WRITTEN RESOLUTION

of

GS EUROPEAN INVESTMENT GROUP II

(Company No 5702866)

(the "Company")

Circulation date 29 September 2015

WEDNESDAY



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14/10/2015

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COMPANIES HOUSE

The directors of the Company propose that the following resolution is passed as a special resolution of the Company

**Special Resolution**

THAT

- (1) the Company shall in the manner permitted by and in accordance with the articles of association of the Company, or as otherwise approved pursuant to this special resolution, redeem, out of capital if and to the extent required
  - (A) the 19,610 GBP redeemable shares of 1 00 GBP each in the capital of Company held by GS European Opportunities Fund II GP Ltd in its capacity as general partner of GS European Opportunities Fund II L P ("**Opp Fund II**") in consideration for the payment of the sum of 19,610 GBP, the aggregate of 12,960 EUR and 10,064 GBP,
  - (B) the 59,294 USD redeemable shares of 1 00 USD each in the capital of the Company held by Opp Fund II in consideration for the payment of the sum of 59,294 USD,
  - (C) the 201,366 EUR redeemable shares of 1 00 EUR each in the capital of the Company held by Opp Fund II in consideration for (i) the payment of the sum of 201,366 EUR, being the amount paid up on those shares by Opp Fund II, and (ii) the payment of a distribution to Opp fund II (and to no other member) of 20,559 EUR, and
  - (D) the 273,599,611 EUR redeemable shares of 1 00 EUR each in the capital of the Company held by Mont Blanc Acquisitions Ltd ("**Mont Blanc**") in consideration for (i) the payment of the sum of 292,377,464 EUR, being the amount paid up on those shares by Mont Blanc, and (ii) the payment of a distribution to Mont Blanc (and to no other member) of 9,156,385 EUR,

and shall, accordingly, issue a notice to each holder of such redeemable shares, in the form set out in the Appendix,

- (2) the terms of a contract circulated to the members of the Company on the date hereof between the Company and Opp Fund II for the purchase by the Company of 1 ordinary share of 1 00 GBP in the capital of the Company for a total consideration of 1 00 GBP (the "**Purchase Contract**") shall be approved and the Company shall be authorised to enter into the Purchase Contract,

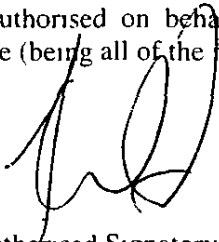
- (3) the payment by the Company in the manner permitted by and in accordance with the articles of association of the Company, out of capital if and to the extent required, of the sum of 1 00 GBP for the purchase of its own shares pursuant to the Purchase Contract shall be approved,
- (4) the issued share capital of the Company shall be reduced by cancelling and extinguishing
- (i) 1,246,909 of the issued ordinary shares of 1 00 EUR each in the Company, each of which is fully paid, and which are registered in the name of Opp Fund II,
  - (ii) 151,124,970 of the issued ordinary shares of 1 00 EUR each in the Company each of which is fully paid, and which are registered in the name of Mont Blanc
- (together, the "**Reduction**"), and
- (5) the Directors of the Company be and are hereby authorised to appropriate distributable profits of the Company created pursuant to the Reduction to the payment of a dividend, which shall be for an amount equal to
- (i) 1,374,581 EUR in favour of Opp Fund II, and
  - (ii) 166,598,751 EUR in favour of Mont Blanc

*[Signature page follows]*

**Agreement**

The undersigned, being duly authorised on behalf of the persons entitled to vote on the above resolutions on the circulation date (being all of the members of the Company, irrevocably agree to the resolutions

Signed by



Duly Authorised Signatory **JIM WILTSHIRE**

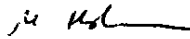
For and on behalf of

**GS European Opportunities Fund II GP Ltd**  
in its capacity as general partner of  
**GS European Opportunities Fund II L.P.**

Date

**29 SEPTEMBER 2015**

Signed by



Duly Authorised Signatory **MIKE HOLMES**

For and on behalf of

**Mont Blanc Acquisitions Ltd**

Date

**29 SEPTEMBER 2015**

## NOTICE OF REDEMPTION OF SHARES

To GS European Opportunities Fund II GP Ltd in your capacity as general partner of GS European Opportunities Fund II L P ("you")

From GS European Investment Group II (the "Company", "we" or "us")

Date 29 September 2015

Dear Sirs

Capitalised terms used in this notice shall have the meaning given in the articles of association of the Company in force at the date of this notice (the "Articles") unless otherwise defined in this notice

You are the holder of 201,366 EUR Redeemable Shares of 1 00 EUR each in the Company (the "Shares")

Pursuant to Article 3.3 of the Articles, we hereby exercise our right to redeem all of the Shares Pursuant to a special resolution of the Company passed on the date of this notice,, on such redemption an amount equal to 221,925 EUR shall be paid to you, comprising (i) a payment of 201,366 EUR representing the amount paid up on such shares by you, and (ii) a distribution of 20,559 EUR

Yours faithfully

  
For and on behalf of **GS European Investment Group II**

**OLIVER BINGHAM**

By signing below we agree to the terms of this notice

  
For and on behalf of **GS European Opportunities Fund II GP Ltd** in its capacity as general partner of **GS European Opportunities Fund II L.P.**

**JIM WILTSHIRE**

## NOTICE OF REDEMPTION OF SHARES

To Mont Blanc Acquisitions Ltd ("**Mont Blanc**" or "**you**")

From GS European Investment Group II (the "**Company**" "**we**" or "**us**")

Date 29 September 2015

Dear Sirs

Capitalised terms used in this notice shall have the meaning given in the articles of association of the Company in force at the date of this notice (the "**Articles**") unless otherwise defined in this notice

You are the holder of 273,599,611 EUR Redeemable Shares of 1 00 EUR each in the Company (the "**Shares**")

Pursuant to Article 3.3 of the Articles, we hereby exercise our right to redeem all of the Shares Pursuant to a special resolution of the Company passed on the date of this notice, on such redemption an amount equal to 301,533,849 EUR shall be paid to you, comprising (i) a payment of 292,377,464 EUR representing the amount paid up on such shares by Mont Blanc, and (ii) a distribution of 9,156,385 EUR

We note that you have provided notice of your intention to prepay in full and final settlement the loan between ELQ Investors Ltd and the Company dated 14 October 2011 (the "**Loan**") novated pursuant to a novation agreement between Mont Blanc, ELQ Investors Ltd and the Company dated 2 June 2014 in accordance with clause 5.1 of the Loan We hereby instruct you to apply 301,533,849 EUR of the funds due to us under the Loan to the satisfaction of the amount payable to you upon redemption of the Shares

Yours faithfully

  
For and on behalf of **GS European Investment Group II**  
**OLIVER BINGHAM**

By signing below we agree to the terms of this notice

  
For and on behalf of **Mont Blanc Acquisitions Ltd**  
**MIKE HOLMES**

## NOTICE OF REDEMPTION OF SHARES

To GS European Opportunities Fund II GP Ltd in your capacity as general partner of GS European Opportunities Fund II L P ("you")

From GS European Investment Group II (the "Company", "we" or "us")

Date 29 September 2015

Dear Sirs

Capitalised terms used in this notice shall have the meaning given in the articles of association of the Company in force at the date of this notice (the "Articles") unless otherwise defined in this notice

You are the holder of 19,610 GBP Redeemable Shares of 1.00 GBP each in the Company (the "Shares")

Pursuant to Article 3.1 of the Articles, we hereby exercise our right to redeem all of the Shares. In accordance with Article 3.2 of the Articles, on such redemption an amount equal to the amount paid upon such Shares (including any premium) shall be paid to you, being in aggregate 19,610 GBP to be satisfied by the payment of 10,064 GBP and 12,960 EUR (converted at the spot rate of exchange of 1.36 GBP/EUR)

Yours faithfully,

  
For and on behalf of GS European Investment Group II

OLIVER BINGHAM

By signing below we agree to the terms of this notice

  
For and on behalf of GS European Opportunities Fund II GP Ltd in its capacity as general partner of GS European Opportunities Fund II L.P.

JIM WILTSHIRE

**NOTICE OF REDEMPTION OF SHARES**

To GS European Opportunities Fund II GP Ltd in your capacity as general partner of GS European Opportunities Fund II L P ("you")

From GS European Investment Group II (the "Company", "we" or "us")

Date 29 September 2015

Dear Sirs

Capitalised terms used in this notice shall have the meaning given in the articles of association of the Company in force at the date of this notice (the "Articles") unless otherwise defined in this notice

You are the holder of 59,294 USD Redeemable Shares of 1 00 USD each in the Company (the "Shares")

Pursuant to Article 3 1 of the Articles, we hereby exercise our right to redeem all of the Shares In accordance with Article 3 2 of the Articles, on such redemption an amount equal to the amount paid upon such Shares (including any premium) shall be paid to you, being in aggregate 59,294 USD

Yours faithfully

  
For and on behalf of GS European Investment Group II  
OLIVER BINGHAM

By signing below we agree to the terms of this notice

  
For and on behalf of GS European Opportunities Fund II GP Ltd in its capacity as general partner of GS European Opportunities Fund II L.P.

JIM WILTSHIRE