

Company no 5702866

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

GS EUROPEAN INVESTMENT GROUP II LTD
(the "Company")

MONDAY



A05 "A1MHQ5HE" #129
26/11/2012
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Companies Act*), WE the undersigned, being all the members of the Company as of the date of these written resolutions entitled to vote at a general meeting of the Company on the following resolutions, hereby pass the following resolutions in writing and agree that such resolutions shall for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held

1 SPECIAL RESOLUTION

THAT the Articles of Association of the Company (the *Articles*) be amended by amending Clauses 2 and 3 as follows, and shall be adopted by the Company in the form set out in Schedule 1 to these written resolutions

2. SHARE CAPITAL

The share capital of the Company at the date of the adoption of these Articles is

£500,000,100 divided into 100 Ordinary Shares of £1 00 each (the *GBP Ordinary Shares*) and 500,000,000 Redeemable Shares of £1 00 each (the *GBP Redeemable Shares*)

EUR1,000,000,000 divided into 500,000,000 Ordinary Shares of EUR1 00 each (the *EUR Ordinary Shares*) and 500,000,000 Redeemable Shares of EUR1 00 each (the *EUR Redeemable Shares*)

USD500,000,000 divided into 500,000,000 Redeemable Shares of USD1 00 each (the *USD Redeemable Shares*)

3. SHARE RIGHTS

The Company may create and issue shares which are to be redeemed or are liable to be redeemed (the *Redeemable Shares*) The Ordinary and Redeemable Shares in the capital of the Company shall rank pari passu with the exception of the following additional rights which shall attach to the Redeemable Shares

3 1 The Company shall have the right, subject to the Act, to redeem at any time and from time to time the whole or any number of the GBP Redeemable Shares or the USD Redeemable Shares for the time being issued and outstanding upon giving notice to the holder or holders of the particular Redeemable Shares to be redeemed

3 2 There shall be paid on each GBP Redeemable Share or USD Redeemable Share redeemed under Article 3 1 the amount paid up thereon (including any premium paid up thereon)

3 3 The Company shall have the right, subject to the Act, to redeem at any time and from time to time the whole or any number of the EUR Redeemable Shares for the time being issued and outstanding upon giving notice to the holder or holders of the EUR Redeemable Shares to be redeemed

3 4 The holder of any of the EUR Redeemable Shares shall have the right, subject to the Act, to require the Company to redeem at any time and from time to time the whole or any number of EUR Redeemable Shares held by such holder

3 5 Subject to earlier redemption in accordance with Article 3 3 or Article 3 4, the EUR Redeemable Shares will automatically redeem on 1 January 2032

3 6 There shall be paid on each EUR Redeemable Share redeemed under Article 3 3 the Net Asset Value of such EUR Redeemable Share

Where

Net Asset Value means, in respect of a EUR Redeemable Share, a EUR amount calculated by dividing Assets by Shares,

Assets means the aggregate fair market value of the net assets of the Company (which for the avoidance of doubt shall not be reduced by the amounts payable under the Redeemable Shares) calculated by the Company at the close of business on the Business Day immediately preceding the relevant EUR Redeemable Share redemption date expressed, where applicable, in euros using the Spot Rate applicable on such redemption date,

Spot Rate means, on any date, the spot rate for converting a currency into EUR for settlement on that date, as calculated by the Company in good faith and using commercially reasonable procedures by reference to relevant market data,

Shares means, on any date, the number of shares, whether ordinary or redeemable, comprising the share capital of the Company, and

Business Day means a day (other than a Saturday or Sunday) on which commercial banks in London are open for general business

3 7 If any holder of any of the Redeemable Shares to be redeemed shall fail or refuse to deliver up the certificate or certificates held by him at the time and place fixed for the redemption of such shares or shall fail or refuse to accept payment of the redemption monies payable in respect thereof, the redemption monies payable to such holder shall be set aside and paid into a separate interest-bearing account with the Company's bankers (designated for the benefit of such holder) and such setting aside shall be deemed for all purposes hereof to be a payment to such holder and all the said holder's rights as a holder of the relevant Redeemable Shares shall cease and determine as from the date fixed for the redemption of such shares and the Company shall thereby be discharged from all obligations in respect thereof The Company shall not be responsible for the safe custody of the monies so placed on deposit or for interest thereon except such interest as the said monies may earn while on deposit less any expenses incurred by the Company in connection therewith

2 ORDINARY RESOLUTION

THAT the directors of the Company (the *Directors*) be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act to exercise, for a period of five years commencing on the date of this resolution, all the powers of the Company to allot up to 500,000,000 EUR Redeemable Shares (as that term is defined in the Articles) of EUR1 00 each

3 SPECIAL RESOLUTION

THAT pursuant to the provisions of Section 570 of the Companies Act, the Directors are empowered to allot 500,000,000 EUR Redeemable Shares of EUR1 00 each pursuant to the general authority given to them for the purposes of Section 551 of the Companies Act by the Ordinary Resolution above as if Section 561 of the Companies Act did not apply to any such allotment, such power to continue for a period of five years commencing on the date of this resolution

4 SPECIAL RESOLUTION

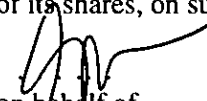
THAT conditional upon (i) the Company authorising the issuance of and allotting 275,000,000 EUR Redeemable Shares to MTGLQ Investors, L P (and receiving proceeds of issuance thereof) or (ii) the Company otherwise having funds available to it for such purpose in accordance with Section 692 of the Companies Act, pursuant to and in accordance with the provisions of Section 694 of the Companies Act, the terms, and the execution by the Company, of a contract, a draft of which is attached to these written resolutions in Schedule 2, between the Company and MTGLQ Investors, L P, for the purchase by the Company of 275,000,000 EUR Ordinary Shares held by MTGLQ Investors, L P at a price of EUR1 00 per share and otherwise on the terms and conditions of such contract, be approved and authorised

We acknowledge that MTGLQ Investors, L P is not an eligible member for the purposes of this resolution and Section 695 of the Companies Act

5 SPECIAL RESOLUTION

THAT we hereby consent, as holders of each class of shares in the Company, to any variation or abrogation of our rights effected by the foregoing resolutions

The undersigned, being all the members of the Company, hereby irrevocably agree (except, in the case of resolution 4, MTGLQ Investors, L P agrees that it is not voting, in respect of any of its shares, on such resolution) to the preceding resolutions


on behalf of
GS European Opportunities Fund II GP Ltd


Greg Minson Director
Name & capacity of signatory

Date *6 November 2012*

on behalf of
MTGLQ Investors, L.P. *By: MLCQ, LLC, its sole general partner*

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Name & capacity of signatory

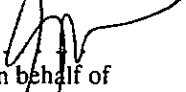
Date


on behalf of
ELQ Investors, LTD

Greg Minson Director
Name & capacity of signatory

Date *6 November 2012*

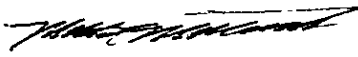
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on behalf of
GS/European Opportunities Fund II GP Ltd

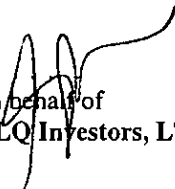
Greg Minson Director
Name & capacity of signatory

Date 6 November 2012

on behalf of
MTGLQ Investors, L.P. by MLQ, L.L.C as sole general partner

 *ML*
Name & capacity of signatory

Date Nov 8, 2012


on behalf of
ELQ Investors, LTD

Greg Minson Director
Name & capacity of signatory

Date 6 November 2012