

Company number 08706240

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS
of
GL EUROPE SOUTH YORKSHIRE UK LIMITED (the "Company")

CIRCULATION DATE: 29 April 2016

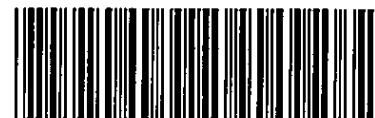
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I the sole member of the Company propose that the following resolution is passed as a special resolution (the "Resolution")

1 SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting a new article as follows:

"15.5 Notwithstanding anything to the contrary in these Articles, provisions of Article 15.2 will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer

- (a) *is to*
 - (i) *a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits a Financial Institution, and/or*
 - (ii) *a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "Receiver") pursuant to powers granted to it under the Security, and*
- (b) *is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution, or*
- (c) *is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security*



AGREEMENT

I, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed

Signed by



Name **Damien Ward** **Manager**
For and on behalf of
GL Europe Sheffield 1 S.à r.l.
in its capacity as
sole member of the Company

Date 29 April 2016