

Company no: 5702866

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

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

**Circulation Date: 15 September 2015**

The directors of the Company propose that the following resolutions (the *Resolutions*) be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*). The Resolutions are proposed as Special Resolutions.

**SPECIAL RESOLUTIONS**

1. **THAT** the Company be re-registered as an unlimited company under the Companies Act 2006 by the name of GS European Investment Group II
2. **THAT** the articles of association (the *Articles*) of the Company be amended by the
  - (a) deletion of any occurrences of "GS European Investment Group II Ltd" and their replacement with "GS European Investment Group II",
  - (b) deletion of article 20 (*Liability of Members*), and
  - (c) addition of an article 22 as follows "The Company may by special resolution reduce its share capital and any share premium account in any way",

and that the Articles shall be adopted by the Company in the form set out in Schedule 1 to these Resolutions

**AGREEMENT**

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

WEDNESDAY



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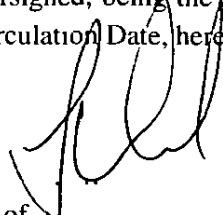
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COMPANIES HOUSE

The undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



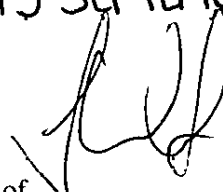
on behalf of

**Mont Blanc Acquisitions Ltd**

**JIM WILTSCHIRE, DIRECTOR**

Name & capacity of signatory

Date **15 SEPTEMBER 2015**



on behalf of

**GS European Opportunities Fund II GP Ltd**

**JIM WILTSCHIRE, DIRECTOR**

Name & capacity of signatory

Date **15 SEPTEMBER 2015**

**NOTES:**

1 If you agree with these Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning a signed copy to the Company using one of the following methods

- (a) **By Hand** delivering the signed copy to Peterborough Court, 133 Fleet Street, London EC4A 2BB,
- (b) **By Post** delivering the signed copy to Peterborough Court, 133 Fleet Street, London EC4A 2BB, or
- (c) **By Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to Bayo adeyeye@gs.com

2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

4 Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, 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 authority when returning this document

**SCHEDULE 1 TO THE WRITTEN RESOLUTIONS OF GS EUROPEAN  
INVESTMENT GROUP II LTD CIRCULATED ON 15 SEPTEMBER 2015**

**Amended Articles of Association of GS European Investment Group II**