

**SHAREHOLDER WRITTEN RESOLUTION**  
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER**  
of  
**COTSWOLD OUTDOOR LIMITED**  
(Company No 03382348)

(the "Company")

Circulation date 2/1/ 2015

I, the undersigned, being the sole eligible member of the Company who (as at the date of circulation of this resolution) has the right to attend and vote at a general meeting of the Company, and to vote on this resolution, hereby irrevocably agree and resolve in accordance with section 283 of Chapter 1, and section 288 of Chapter 2, of Part 13 of the Companies Act 2006 (as amended) as follows and agree that the following resolution (which has been proposed as a special resolution) be approved as a written resolution and shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be amended as follows

A new Article 7A shall be inserted as follows

**"7A** *Notwithstanding anything contained in these Articles, any lien on the Shares which the Company has shall not apply in respect of any of the Shares which have been charged by way of security to a Secured Institution or which are transferred in accordance with the provisions of this Article*

*In this Article 7A,*

- i *"Secured Institution" shall mean any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) to which or whom Shares are being transferred by way of security (whether such Secured Institution is acting as agent, trustee or otherwise), and*
- ii *"Shares" shall mean shares in the Company"*

FRIDAY



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09/01/2015

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COMPANIES HOUSE

**PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE RESOLUTION.**

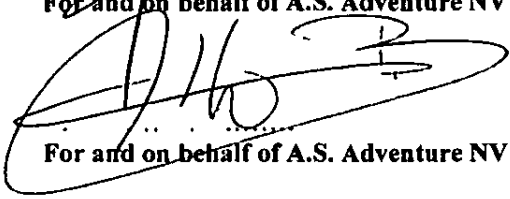
The undersigned, a person entitled to vote on the above resolution on 8/1 / 2015 hereby irrevocably agrees to the resolution set out above



For and on behalf of A.S. Adventure NV

MAXISE BVBA

Represented by Dominique Motte



For and on behalf of A.S. Adventure NV

BURO HALO BVBA

Represented by Bea De Beuckelaer

## NOTES

- 1** If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to Mia Hatfield at Weil, Gotshal & Manges acting on behalf of the Company using one of the following forms of delivery
  - a)** by email to [mia.hatfield@weil.com](mailto:mia.hatfield@weil.com) (please state "Cotswold Special Resolution 2015" as the subject), and
  - b)** in hard copy to Mia Hatfield, Weil, Gotshal & Manges, 110 Fetter Lane, London EC4A 1AY.

For the avoidance of doubt, your agreement to the resolution will be given by signing, dating, and returning this document using either or both of the methods referred to above. Once you have indicated your agreement to the resolution, you may not revoke your agreement.

- 2** If within 28 days following the date of circulation of the resolution, sufficient agreement has not been received in order to pass the resolution, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company on or before this date.
- 3** 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.