PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolution be passed by the Company as a special resolution

THAT the articles of association of the Company be and are hereby altered as follows

1 A new article 9.6 be added with the following wording

"9.6 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer

9.6.1 is to any bank or institution to which such shares have been charged by way of security (each a "Security") or to any Agent, trustee or nominee of such a bank or institution (a "Secured Institution") or to a company or other entity to whom such shares are transferred at the direction of a Secured 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, or

9.6.2 is delivered to the company for registration by a Secured Institution or its nominee in order to protect or perfect its Security, or

9.6.3 is executed by a Secured Institution Receiver or its nominee pursuant to the power of sale or other such power under such Security,

and a certificate by any officer of the Secured Institution that the relevant transfer is within paragraph 9.6.1, 9.6.2, or 9.6.3, above shall be conclusive evidence of the fact *

2 A new article 9.7 be added with the following wording

"Furthermore, notwithstanding anything to the contrary contained in these articles

9.7.1 no transferor or proposed transferor of any shares in the company to a Secured Institution or Receiver and no Secured Institution or Receiver shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the company or any of them the shares which are or are to be transferred, and

9.7.2 no shareholder for the time being of the company shall have any right under these articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in (a) above to be transferred to them whether for consideration or not

9.7.3 Notwithstanding anything contained in these articles, no lien shall attach to the shares of the Company *

Agreement

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

Members of the Company who are eligible members because they are entitled to vote on the resolution on the circulation date (that is the first date on which copies of the resolution are first sent to
members, being 11 September 2014) should sign and date below to signify their agreement to the resolution

This resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse. The agreement of a member to this resolution is ineffective if signed after this date

The undersigned, being the sole member of the Company entitled to vote on the above resolution, irrevocably agrees to that resolution

Agreed

Signed

For and on behalf of 10 Grosvenor Street Limited

Date 11 September 2014

Agreed

Signed

For and on behalf of Grosvenor Management Limited

Date 11 September 2014

Notes

1 If you agree to this resolution, please sign and date this document and return it to the Company using one of the following methods

   • by hand delivering the signed copy to the Company Secretary, or

   • by post returning the signed copy to the relevant Company Secretary, either

      o if signing on behalf of 10 Grosvenor Street Limited, at 10 Grosvenor Street, London, W1K 4BJ, or

      o if signing on behalf of Grosvenor Management Limited, at 70 Grosvenor Street, London W1K 3JP