

**MELROSE PFG COMPANY NUMBER 1 LIMITED**

(the "Company")

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY**

CIRCULATION DATE: 14 January 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution")

To be passed, the Special Resolution must be passed by member(s) representing not less than 75% of the total voting rights of eligible members

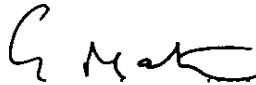
**SPECIAL RESOLUTION**

**THAT** the existing share capital of the Company be reduced by cancelling and extinguishing 1,999,900 fully paid ordinary shares of £1 00 each in the capital of the Company, and accordingly the shares shall cease to form part of the Company's share capital

**AGREEMENT**

The member named below, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby irrevocably agrees to the above resolution

Signature of eligible member



Name

for and on behalf of  
**Melrose PLC**

Date 14 January 2016

THURSDAY



\*L4YLWXG0\*

LD1

14/01/2016

#67

COMPANIES HOUSE

---

## 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 the Company in hard copy or electronic form
- 2 If you do not agree to the resolution you do not need to do anything, you will not be deemed to agree if you fail to reply
- 3 Your agreement to the resolution, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolution to pass then it will lapse
- 4 A copy of the resolution has been sent to the auditors