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A16 03/12/2016 #140
COMPANIES HOUSE

Company number: 05601531

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

GUIDEBROOK LIMITED

(the "Company")

Written Resolutions of the Company

3 November 2016 **(the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 (inclusive) are passed as ordinary resolutions (the "Ordinary Resolutions") and resolution 4 is passed as a special resolution (the "Special Resolution")

ORDINARY RESOLUTIONS

1 **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into

(A) a deed of accession to the term and revolving credit facility dated 4 November 2016 and made between, amongst others, Paydens Group Holdings Limited as borrower and HSBC Bank Plc and National Westminster Bank plc in their capacity as the original lenders and arrangers (the "Facilities Agreement") and pursuant to such Facilities Agreement the Company shall amongst other things provide a guarantee and indemnity to the Finance Parties (as defined in the Facilities Agreement) in relation to the liabilities and obligations of the Obligors under the Finance Documents (as both terms are defined in the Facilities Agreement),

(B) an Target Group Debenture (as defined in the Facilities Agreement) to be granted by, amongst others, the Company in favour of the Finance Parties (as defined in the Facilities Agreement),

(together the documents specified in paragraphs 1 (A) and (B) inclusive being the "Documents" and each a "Document"), and

(C) any ancillary or related documents, acts, deeds, certificates or notices required in relation to the Documents (the "Additional Documents")

2 **THAT** the terms of, the transactions contemplated by, and the execution, delivery and performance of the Documents and any Additional Documents are hereby approved

3 **THAT** the directors of the Company are instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents and any Additional Documents as they shall deem necessary or appropriate and any action taken by any director of the Company in connection with

the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby ratified, confirmed and approved in their entirety

SPECIAL RESOLUTION

4 **THAT** a new article 20 shall be inserted into the Company's articles of association as follows

"Article 20

(A) Notwithstanding anything contained in these Articles

(1) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and

(2) the directors of the Company shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is

(a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or

(b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or

(c) duly executed by a receiver or manager appointed by or on behalf of such bank or institution pursuant to any security document which creates any security interest over such shares,

(B) a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts, and

(C) any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article "

AGREEMENT

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

The undersigned, sole corporate member of the Company entitled to vote on the written resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution

Signed by . JOHN McCONVILLE

(print name of signatory)

for and on behalf of

PAYDENS LIMITED

Date 30 NOVEMBER 2016.

NOTES

1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only one of them If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

By Hand. delivering the signed copy to the Directors at the Company's registered office address

Post. returning the signed copy by post to to the Directors at the Company's registered office address

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 the date falling 28 days after the Circulation Date stated above, 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 on this date

5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which names of the joint holders appear in the register of members

6 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