

Company Number 10196536

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**of the shareholder of**

**ST ATHENA GLOBAL HOLDINGS LIMITED**  
**(the "Company")**

**Circulation Date: 14 June 2016**

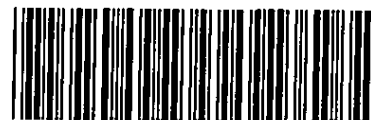
In accordance with section 288 and section 291 of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") we, being the sole eligible member of the Company who at the circulation date of these resolutions would have been entitled to vote on the resolutions if they had been proposed at a general meeting at which we were present, hereby, pursuant to section 291 of the Act, resolve that resolutions 1, 2, 3 and 4 below are passed as ordinary resolutions and resolution 5 is passed as a special resolution

**ORDINARY RESOLUTIONS**

**It is hereby unanimously RESOLVED THAT**

- 1 the terms of the transactions contemplated by each of the documents listed in the Schedule hereto to which the Company is or is intended to be a party (the "**Documents**") are hereby approved and the Company is hereby authorised to execute, deliver and perform each of the Documents, with such amendments and modifications as the persons authorised to execute the same may in their absolute discretion approve,
- 2 the terms of and the transactions contemplated by the Documents are for the commercial benefit of and in the best interests of the Company and are hereby approved and the approval of the Company to enter into the Documents or any documents relating to, or connected with the Documents is given and authorised,
- 3 the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents, as they shall deem, in their absolute discretion, necessary or appropriate, and
- 4 the entry by the Company into the Documents and the proposed transactions under them would promote the success of the Company for the benefit of its members as a whole

WEDNESDAY



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COMPANIES HOUSE

## **SPECIAL RESOLUTION**

### **It is hereby unanimously RESOLVED THAT**

- 5 the articles of association of the Company be amended by inserting new Articles 71, 72 and 73 as follows

"71 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a Secured Institution), or to any nominee of such Secured Institution, pursuant to any such security,
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security, or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles

- (d) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee,
- (e) no Secured Institution or its nominee, and
- (f) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not

72 Notwithstanding anything contained in these Articles, the requirements of sections 561 and 562 of the Companies Act 2006 are excluded and shall not apply to the Company

73 Notwithstanding anything contained in these Articles, the Company shall have no lien over any share whatsoever which has been charged or is otherwise subject to security in favour of any third party "

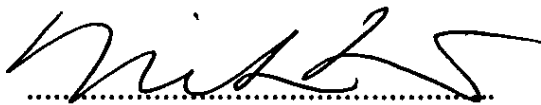
The existing articles of association shall be renumbered accordingly

The undersigned, being the sole eligible member of the Company and duly entitled to vote on the resolutions hereby

- (i) confirms (a) receipt, prior to the execution of the resolutions, of copies of all Documents and (b) that there has been sufficient time and opportunity to review each such copy; and
- (ii) irrevocably agrees to the resolutions with immediate effect

*Please read the Guidance Notes set out below before signing or taking any action on this resolution*

Dated 14 June 2016

A handwritten signature in black ink, appearing to be 'Mills', written over a dotted line.

For and on behalf of

ST Athena Global LLC

## **SCHEDULE**

### **DOCUMENTS**

- (a) a credit agreement to be made between, *inter alios*, St Athena USA Holdings Inc , and the Company as the borrowers, BMO Harris Bank N A , as agent, BMO Capital Markets Corp , as syndication agent, sole bookrunner and sole lead arranger,
- (b) two UK revolving notes to be entered into by the Company,
- (c) two UK term notes to be entered into by the Company,
- (d) a debenture to be entered into by, amongst others, the Company as chargor, and BMO Harris Bank N A , as security agent,
- (e) a subordination agreement to be entered into by, amongst others, the Company and BMO Harris Bank N A ,
- (f) a capital contribution agreement to be entered into by, amongst others, the Company and BMO Harris Bank N A as agent, and
- (g) certain ancillary documents relating to the above

### Guidance Notes

- 1 The circulation date of these resolutions is **14** June 2016. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions).
- 2 You may either
  - (a) agree to all of the above resolutions, or
  - (b) decline to agree to any of the above resolutionsYou may not agree to some of the resolutions but not the other
- 3 If you agree with 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
  - (a) **By Hand** delivering the signed copy for the attention of Colin Cochrane at Reed Smith LLP,
  - (b) **Post** returning the signed copy by post for the attention of Colin Cochrane at Reed Smith LLP, The Broadgate Tower, 20 Primrose St, London EC2A 2RS, or
  - (c) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [ccochrane@reedsmith.com](mailto:ccochrane@reedsmith.com). Please enter "Written resolution" in the e-mail subject box
- 4 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
- 5 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 6 If sufficient agreement has not been received 28 days after the date of circulation, these resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date. The agreement of a member to these resolutions is ineffective if signified after this date
- 7 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 the names of the joint holders appear in the register of members
- 8 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
- 9 A copy of these resolutions will be sent to the auditors