

**WINDMILL MIDCO LIMITED (the Company)**

(Registered in England - No 7889278)

**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER****SPECIAL RESOLUTION****CIRCULATION DATE. 23 July 2015**

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as an special resolution in accordance with section 283 Companies Act 2006

**Special Resolution**

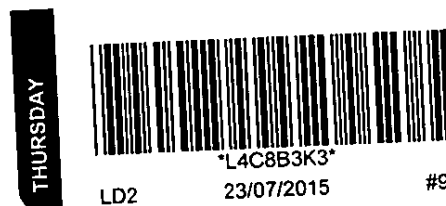
THAT, subject to and conditional on the Company undertaking a capital reduction and notwithstanding any provision of the articles of association of the Company, the sum of £26,626,571 59, being all of the unrealised profit and loss reserve, be and is hereby capitalised and appropriated as capital to the holders of ordinary shares of £0 000001 each in the capital of the Company as appearing in the register of members as at the close of business on 22 July 2015 and that the directors be and are hereby authorised to apply such sum in paying up in full one bonus share of £0 000001 each in the capital of the Company (with nominal capital of £0 000001 and share premium of £26,626,571 589999) and to allot and issue such new share, credited as fully paid up, to the holders of ordinary shares of £0 000001 each at the rate of one such new share for every 1,945,509 existing ordinary shares of £0 000001 each held by them



Ian Dew

23 July 2015  
Date

Duly authorised for and on behalf of  
**WINDMILL TOPCO LIMITED**



## INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
  - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
  - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
    - By Hand.** Delivering the signed copy to  
3 More London Riverside, London SE1 2AQ
    - E-mail** By attaching a scanned copy of the signed document to an e-mail and sending it to the Company at [james.baillieu@nortonrosefulbright.com](mailto:james.baillieu@nortonrosefulbright.com)
  - A member's agreement to a written resolution, once signified, may not be revoked
  - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 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 holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

## AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as a special resolution



Duly authorised for and on behalf of

**WINDMILL TOPCO LIMITED**

Date: 23 July 2015