

Execution version

MONDAY



Hertel (UK) Limited (company number 1215183)  
(the "Company")

**Written Resolution of the sole Member of the Company**

Circulation date: May 15th 2012

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

**ORDINARY RESOLUTIONS**

- 1 We, being the sole member entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows **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
  - 1.1 an amendment and restatement agreement in respect of an originally €250 000,000 credit agreement originally dated 13 July 2010 by and between, among others, the Company as guarantor, Hertel Holding B V, the other companies listed in Schedule 1 thereto as borrowers and guarantors The Royal Bank of Scotland N V and any other entities listed therein as mandated lead arrangers, the financial institutions listed in Schedule 1 thereto as the original lenders and ING Bank N V as facility agent (the "**Amendment and Restatement Agreement**") to which the Company is a party and
  - 1.2 security agreements between, among others the Company and ING Bank N V as security agent including, but not limited to a receivables pledge an intercompany receivables pledge, an insurance receivables pledge, a mortgage, a share pledge and a bank account pledge (the "**Security Documents**")

Together, the Amendment and Restatement Agreement and the Security Documents are referred to as the "**Documents**"
- 2 **That** the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and the agreements and documents referred to therein including but not limited to any other Finance Document (as defined in the Amendment and Restatement Agreement), to which the Company is a party as they shall deem necessary or appropriate
- 3 **That** any Director of the Company (or the Secretary of the Company) or any person authorised by any Director of the Company is authorised to enter into any other documents and to give any communication or take any other action required (including but not limited to signing and/or despatching all documents and notices to be signed and/or despatched) under or in connection with the Documents and the agreements and documents referred to therein including but not limited to any other Finance Document, to which the Company is a party

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### SPECIAL RESOLUTION

We, being the sole member entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows

- 4** That for the purpose of giving full effect to the transactions contemplated by the Documents the Company's articles of association dated 18 November 2010 be amended by
- 4 1** inserting the defined terms listed in Annex 1 in the appropriate alphabetical position in Article 1 1,
- 4 2** inserting in full substitution of Article 25 the article as attached to this resolution in Annex 2 and
- 4 3** inserting in full substitution of Article 28 5, the article as attached to this resolution in Annex 3

### AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 2012, hereby irrevocably agrees to the Resolutions

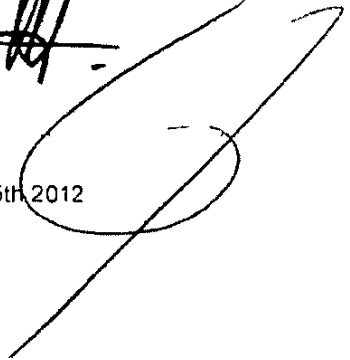

For and on behalf of Hertel Beheer BV by

Paul Lodewijk Broekhuysen

and Jan Bruinenberg

Date

May 15th 2012



## Annex 1 Additional definitions

|                         |  |
|-------------------------|--|
| "Financial Institution" | any bank, financial institution, trust fund or other entity which is regularly engaged in or established for the purpose of making purchasing or investing in loans, securities or other financial assets or an affiliate thereof, |
| "Receiver"              | any administrative receiver administrator, receiver or similar entity,   |
| "Security"              | the granting or purported granting of a security interest by the Company,  |

**Annex 3**

- 28 5 Subject to Article 28 6 below the Directors may refuse to register the transfer of a Share and if they do so, the Instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent
- 28 6 Notwithstanding Article 28 5 above the Directors shall register any transfer of Shares and may not suspend registration of such Shares where such transfer
- 28 6 1 is to
- (a) a Financial Institution or an agent or trustee for any Financial Institution with Security over those Shares that benefits a Financial Institution and/or
  - (b) a company or other entity to whom such Shares are transferred at the direction of a Financial Institution and/or any Receiver pursuant to powers granted to it under the Security and
- 28 6 2
- (a) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution, or
  - (b) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security

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### NOTES

- 1 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
  - **By Hand** delivering the signed copy to Linklaters LLP (attn Robert Ardern), World Trade Centre Amsterdam, Tower H, 22nd Floor, Zuidplein 180 1077 XV Amsterdam The Netherlands
  - **Post** returning the signed copy by post to Linklaters LLP (attn Robert Ardern) World Trade Centre Amsterdam, Tower H, 22nd Floor, Zuidplein 180, 1077 XV Amsterdam, The Netherlands
  - **Fax** faxing the signed copy to +31 (0)20 7996 300 marked "For the attention of Robert Ardern"
  - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to robert.ardern@linklaters.com Please enter "Written resolutions of Hertel (UK) Limited" in the e-mail subject box
- 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 midnight on the date that is 28 days following the date on which this document is circulated to you, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time
- 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 the 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

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## RECORD OF WRITTEN RESOLUTION

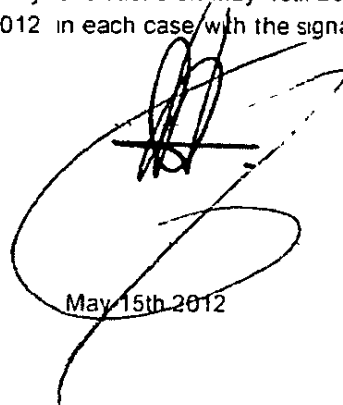
Resolutions 1 to 3 (inclusive) were passed as ordinary resolutions on May 15th 2012 and resolution 4 was passed as a special resolution on May 15th 2012 in each case with the signatory being the sole member of the Company

For and on behalf of Hertel Beheer BV by

Paul Lodewijk Broekhuijsen

and Jan Bruinenberg

Date



May 15th 2012

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**Dated** 15 May 2012

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**Articles of Association of Hertel (UK) Limited**

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