

**Delta Topco Limited**  
**(the Company)**

**Written resolution of the members of the Company**

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The undersigned, being all of the members of the Company entitled to receive notice of, and to attend and vote at, a general meeting of the Company, hereby resolve in writing to pass the following resolution of the Company as a special resolution pursuant to the Company's articles of association and Article 95 of the Companies (Jersey) Law 1991.

**THAT** the articles of association of the Company be amended as follows:

- (a) the words "*provided that* no person who is resident in the United Kingdom may be appointed or continue to act as an alternate Director unless his appointor is also so resident" shall be deleted from the first paragraph of Article 131;
- (b) the sentence "No person shall be appointed to be a Director if it would cause or permit a majority of Directors to be resident in the United Kingdom." shall be deleted from Article 134;
- (c) Article 140 (d) shall be deleted in its entirety;
- (d) the sentence "For the avoidance of doubt, if a majority of the Directors present are resident in the United Kingdom, the Directors present (irrespective of their number) shall not constitute a quorum for any purposes, except as provided in Article 150." shall be deleted from Article 147; and
- (e) the words ", but if a majority of the Directors are resident in the United Kingdom, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting of the Company" shall be deleted from Article 150.

This written resolution may be signed in counterparts and shall be effective from the date the last such counterpart is signed.

This written resolution should be signed by all members of the Company and delivered to the secretary of the Company (in such manner as the secretary may, in its sole discretion, approve) and Freshfields Bruckhaus Deringer LLP by 5pm on 23 May 2012. If this written resolution is not signed by all members by 5pm on 23 May 2012 but is signed by a majority in number of the holders of shares in the Company who together hold not less than 95% of the issued shares in the Company, this written resolution shall be deemed to constitute the consent of such members to a general meeting of the Company being held on short notice at any time between 8am and 10pm on 24 May 2012 (such time to be confirmed in the relevant notice of general meeting) for the purposes of considering the resolution set out above. All times referred to in this paragraph are to British Summer Time.

Signed by all of the members of the Company:

.....  
For and on behalf of  
Bambino Holdings Limited  
.....  
Date

.....  
Bernard Ecclestone  
.....  
Date

.....  
Sacha Woodward Hill  
.....  
Date

.....  
Duncan Lowwarch  
.....  
Date

.....  
Judith Griggs  
.....  
Date

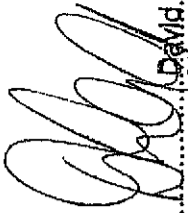
.....  
*Tracey Helen Campbell*  
Tracey Helen Campbell  
.....  
Date 21 May 2012

.....  
Patrick McNally  
.....  
Date

.....  
Peter Brabeck-Letmathe  
.....  
Date

.....  
Martin Sorrell  
.....  
Date

.....  
*David Lachlan Campbell*  
David Lachlan Campbell  
.....  
Date 21 May 2012



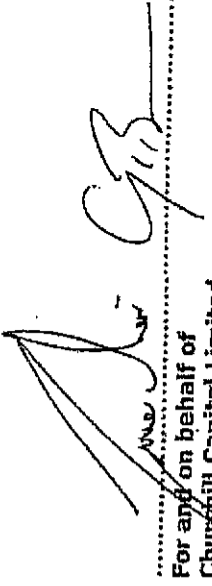
David N. Long  
Managing Director

For and on behalf of  
J.P. Morgan Whitefriars Inc.

23<sup>rd</sup> May 2012  
Date

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.....  
For any on behalf of  
Chuyunill Capital Limited

21 MAY 2012  
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Date

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For and on behalf of  
LB I Group Inc.

23 | 5 | 2012

Date

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*[Signature]*

For and on behalf of CVC European Equity IV (AB)  
Limited acting as General Partner for and on behalf of  
CVC European Equity Partners IV (A) L.P.

23 May 2012  
Date

*[Signature]*

For and on behalf of CVC European Equity IV (AB)  
Limited acting as General Partner for and on behalf of  
CVC European Equity Partners IV (B) L.P.

23 May 2012  
Date

*[Signature]*

For and on behalf of CVC European Equity IV (CDE)  
Limited acting as General Partner for and on behalf of  
CVC European Equity Partners IV (C) L.P.

23 May 2012  
Date

*[Signature]*

For and on behalf of CVC European Equity IV (CDE)  
Limited acting as General Partner for and on behalf of  
CVC European Equity Partners IV (D) L.P.

23 May 2012  
Date

*[Signature]*

For and on behalf of CVC European Equity IV (CDE)  
Limited acting as General Partner for and on behalf of  
CVC European Equity Partners IV (E) L.P.

23 May 2012  
Date



23 May 2012

.....  
Carl Hansen, as I Director, exercising the voting rights  
attached to the shares of the Company held by the  
following members:

- Ivy Asset Strategy Fund
- JNL/Ivy Asset Strategy Fund
- Waddell & Reed Advisors Asset Strategy Fund
- Ivy Funds VIP Asset Strategy
- Waddell & Reed Asset Strategy Fund, LLC
- BlackRock Global Allocation Fund, Inc.
- BlackRock Global Dynamic Equity Fund
- BlackRock Global Allocation V.I. Fund of  
BlackRock Variable Series Funds, Inc.
- BlackRock Global Allocation Portfolio of  
BlackRock Series Fund, Inc.
- BlackRock Global Allocation Fund (Australia)
- Transamerica BlackRock Global Allocation Fund
- MassMutual Select Global Allocation Fund of  
MassMutual Select Funds
- JNL/BlackRock Global Allocation Fund of JNL Series  
Trust
- BlackRock Global Funds - Global Allocation Fund
- BlackRock Global Funds - Global Dynamic Equity Fund
- AZL BlackRock Global Allocation Fund of Allianz  
Variable Insurance Products Trust
- Norges Bank (Central Bank of Norway) (holding its  
shares in the Company through Juris Limited)

Date