

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MENHADEN CAPITAL PLC
(the "Company")

Company Number. 09242421

At the Annual General Meeting of the Company duly called and held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on Monday, 23 May 2016 at 12 noon, the following resolution was passed by the requisite majority as a special resolution:

9. General Meetings

THAT the Directors be authorised to call general meetings (other than the Annual General Meeting) of the Company on not less than 14 clear days' notice, such authority to expire on the conclusion of the next Annual General Meeting of the Company, or, if earlier, on the expiry 15 months from the date of the passing of this resolution.

Certified as a true copy

For and on behalf of
Frostrow Capital LLP
Company Secretary



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Authorised Signatory