



Company number 9553031

PRIVATE COMPANY LIMITED BY SHARES WRITTEN RESOLUTION

of

IH Holdings International Limited
(the "**Company**")

May 9, 2015 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 3 be passed as special resolutions and resolution 2 be passed as an ordinary resolution (the "**Resolutions**")

SPECIAL RESOLUTION

- 1 **THAT**, the Articles of Association in the form attached to this written resolution and marked as "Exhibit A" be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

ORDINARY RESOLUTIONS

- 2 **THAT**
- (a) Following the passing of Resolution 1, in accordance with section 551 of the Companies Act 2006, the directors be unconditionally authorised to
 - (i) allot 1,109,878 Series A Shares of \$0.01 each in the capital of the Company, up to an aggregate nominal amount of \$11,098.78, each having the respective rights and subject to the respective restrictions set out in the articles adopted pursuant to Resolution 1; and
 - (ii) grant rights to subscribe for or to convert any security into 2,589,715 Series A Shares of \$0.01 each in the capital of the Company, up to an aggregate nominal amount of \$25,897.15, each having the respective rights and subject to the respective restrictions set out in the articles adopted pursuant to Resolution 1
 - (b) Unless renewed, varied or revoked by the Company, this authority shall expire on 30 April 2016
 - (c) This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 3 **THAT**, subject to the passing of Resolution 2 above, the directors of the Company be given the general and unconditional authority to
- (a) allot, for cash, the Series A Shares set out in Resolution 2, up to an aggregate nominal amount of \$11,098.78, and

- (b) grant the rights to subscribe for or to convert any security into Series A Shares set out in Resolution 2, up to an aggregate nominal amount of \$25,897.15,

as if Articles 13.3 to 13.6 (inclusive) of the articles adopted pursuant to Resolution 1 did not apply to any such allotment

4. **THAT**, the directors are authorized to file an election pursuant to Treasury Regulation Section 301.7701-3 (and any comparable provision of state or local law) to treat the Company, for U.S. federal and applicable state income tax purposes, as a partnership (if it has two or more shareholders) or as disregarded as an entity separate from its owner (if it has a single shareholder)

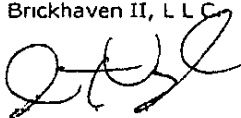
AGREEMENT

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

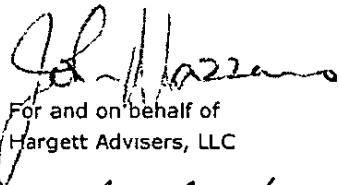
The undersigned, being entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions dated 11 May 2015



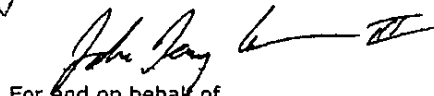
For and on behalf of
Brickhaven II, L.L.C.



For and on behalf of
JT Vaughn

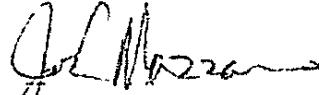


For and on behalf of
Hargett Advisers, LLC



For and on behalf of
Deep River Ventures, LLC

For and on behalf of
The 2008 Thomas R. Sloan Living Trust



For and on behalf of
Atwood Partners, Ltd



For and on behalf of
Hamilton Group LLC

For and on behalf of
The 2007 Henry Rice Kaestner Living Trust

For and on behalf of
The Briardiff Trust dated 7/7/94

For and on behalf of
Universal Guaranty Life Insurance Company

- (b) grant the rights to subscribe for or to convert any security into Series A Shares set out in Resolution 2, up to an aggregate nominal amount of \$25,897 15,

as if Articles 13 3 to 13 6 (Inclusive) of the articles adopted pursuant to Resolution 1 did not apply to any such allotment.

- 4 **THAT**, the directors are authorized to file an election pursuant to Treasury Regulation Section 301.7701-3 (and any comparable provision of state or local law) to treat the Company, for U S federal and applicable state income tax purposes, as a partnership (if it has two more shareholders) or as disregarded as an entity separate from its owner (if it has a single shareholder)

AGREEMENT

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

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For and on behalf of
JT Vaughn

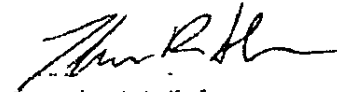
For and on behalf of
Hamilton Group LLC

For and on behalf of
Hargett Advisers, LLC

For and on behalf of
The 2007 Henry Rice Kaestner Living Trust

For and on behalf of
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The Briarcliff Trust dated 7/7/94


For and on behalf of
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For and on behalf of
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JT Vaughn

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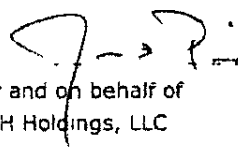

For and on behalf of
Universal Guaranty Life Insurance Company

For and on behalf of
Stuart M. Frantz

For and on behalf of
Griffin Family Holding Company LLC

For and on behalf of
Jesse T. Correll

For and on behalf of
Ellison Capital II, LLC


For and on behalf of
JPIH Holdings, LLC

For and on behalf of
Hady Hartanto

For and on behalf of
Calimus LLC

For and on behalf of
AmpEnergco, Inc

For and on behalf of
The 2013 Haynes G. Griffin Living Trust

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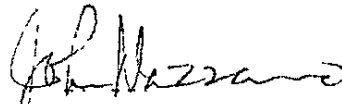
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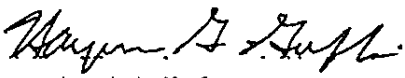
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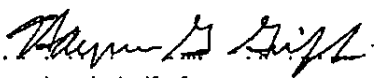
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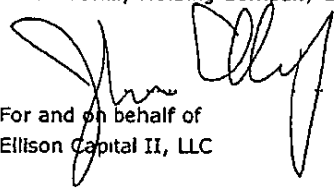
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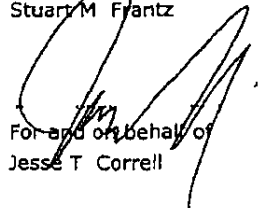
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EXHIBIT A

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

IH HOLDINGS INTERNATIONAL LIMITED

(Adopted by a special resolution passed on • May 2015)