

40 Gracechurch Street
London EC3V 0BT

T: +44 (0)207 398 7200

F: +44 (0)207 398 7201

www.upp-ltd.com

U.S. Bank Trustees Limited as Issuer Security Trustee
125 Old Broad Street
London EC2N 1AR
United Kingdom

25 October 2016

Dear Sirs

Approval to Change of Auditors

Words and expressions used herein have the meanings and constructions ascribed to them in the Master Definitions Schedule set out in schedule 1 (Master Definition Schedule) to the Common Terms Agreement which dated 5 March 2013.

We were notified by Grant Thornton LLP ("Grant Thornton") of their intention to resign as auditors of UPP Bond 1 Issuer Plc ("Company") due to the changes arising from the Revised Ethical Standards 2016 ("FRC RES").

The FRC RES prohibits a firm of auditors from providing certain non-audit services to Public Interest Entities ("PIE"). A PIE is an entity whose shares, stock or debt are quoted or listed on a recognised stock exchange or are marketed under the regulations of a recognised stock exchange or other equivalent body. By virtue of this definition, the Company is categorised as a PIE. Grant Thornton have since tendered their resignation and it is proposed that UHY Hacker Young LLP, another firm of auditors is appointed in their place. A copy of the resignation letter is attached hereto in Appendix 1.

The Common Terms Agreement requires the Auditors to be independent public accountants of international standing and can be appointed by an Obligor as its auditors with the prior approval of the Issuer Security Trustee, the Company and ParentCo. We attach a copy of the proposal provided by UHY Hacker Young LLP together with a copy of their draft Engagement letter in Appendix 2.

We hereby certify that UHY Hacker Young LLP are a firm of independent public accountants of international standing and therefore meet the standards required for Auditors under the Common Terms Agreement. We further certify that:

This is a Proposal Request pursuant to paragraph 1.1.1 of Part 3 to Schedule 2 of the Issuer Deed of Charge ("IDOC")

- the requested consent does not constitute an AssetCo Monitored activity;
- the request consent is a Discretion Matter
- the appointment of UHY Hacker Young LLP is not materially prejudicial to the interest of the Issuer Secured Creditors
- the Issuer Security Trustee is entitled to give the requested consent under Clause 2 of Part 3 to the Schedule 2 of the IDOC

We confirm that this letter can be considered a certificate for the purposes of paragraph 1.2.2 of the IDOC. We would appreciate your approval by 15 November 2016 being 15 Business Days from the date of this Proposal request pursuant to paragraph 1.2.4 of Part 3 to Schedule 2 of the IDOC.



The Companies Act 2006 ("Act") permits the directors of a company to appoint an auditor to fill a casual vacancy arising as a result of the resignation of the current auditors. It is proposed that the directors will appoint Hacker Young LLP until the Company's next Annual General Meeting when an appointment will be made on a permanent basis in accordance with the provisions of the Act.

In order for the Company to meet the deadlines in relation to its reporting obligation under the Common Terms Agreement, it is imperative to commence the audit process as soon as possible. Accordingly we will be grateful if you could give your consent to this appointment by return.

Yours sincerely

A handwritten signature in black ink, appearing to read "Alan O'Brien". The signature is fluid and cursive, with the first name "Alan" and the last name "O'Brien" clearly distinguishable.

Director
