

Schedule II-1 attached hereto (the "Delaware GP Companies") has approved the form, terms and conditions of the Omnibus Amendment to Cerberus Operating Agreements, to be dated on or about the date hereof (the "LLC Agreement Amendment"), amending the limited liability company agreement of such Delaware GP Company, evidencing the issuance by such Delaware GP Company of a special membership interest of such Delaware GP Company (collectively, the "Special Membership Interests") and (ii) each director of each exempted company listed on Schedule II-2 attached hereto (the "Cayman Island GP Companies") has approved the form, terms and conditions of the Third Amended and Restated Memorandum and Articles of Association of such Cayman Island GP Company, to be dated on or about the date hereof (the "A&R MAAs"), amending and restating the Memorandum and Articles of Association of such Cayman Island GP Company, evidencing the issuance by such Cayman Island GP Company of non-voting shares of such Cayman Island GP Company (collectively, the "Special Non-Voting Shares"), in each case, to the Company and/or Cerberus Executive, L.P., an exempted limited partnership organized under the laws of the Cayman Islands ("Cerberus Executive Cayman"), subject to the terms and conditions set forth in the LLC Agreement Amendment and the A&R MAAs, and permitting the pledge of the Special Membership Interests and the Special Non-Voting Shares by the Company and Cerberus Executive Cayman in connection with the Transaction;

WHEREAS, the Managing Member has approved the form, terms and conditions of the Third Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 1, 2016 (the "Third A&R LLC Agreement"), amending the limited liability company agreement of the Company, providing for the Employee Loans financed with the proceeds of the Term Loans and evidencing the confirmation of the acceptance by the Company of the Special Membership Interests and the Special Non-Voting Shares, subject to the terms and conditions set forth in the Third A&R LLC Agreement, the LLC Agreement Amendment and the A&R MAAs; and

WHEREAS, the Managing Member has determined that it is desirable for the Company to confirm the acceptance by the Company of the Special Membership Interests and the Special Non-Voting Shares as set forth in the Third A&R LLC Agreement.

NOW, THEREFORE, be it hereby resolved as follows:

RESOLVED, the execution and delivery of the Third A&R LLC Agreement and the acceptance of the Special Membership Interests and the Special Non-Voting Shares by the Company is hereby approved, confirmed and/or ratified by the Managing Member in all respects.

IV. GENERAL AUTHORITY

RESOLVED, that any Officer (each, a "Responsible Officer"), be, and each of them hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Company the Authorized Documents to which the Company is or is intended to be a party with such changes therein and additions and modifications thereto as any Responsible Officer may consider necessary or advisable, such approval to be evidenced conclusively by the execution and delivery thereof by such Responsible Officer; and be it

FURTHER RESOLVED, that each Responsible Officer be, and each hereby is, authorized, directed and empowered to take all actions and to execute, negotiate, deliver and perform, in the name and on behalf of the Company the Authorized Documents to which the Company is or is intended to be a party, and to pay any and all fees and expenses in connection therewith, as any Responsible Officer may consider necessary, appropriate or advisable to consummate the Transaction, such determination to be conclusively evidenced by the performance of such acts, the execution, delivery,