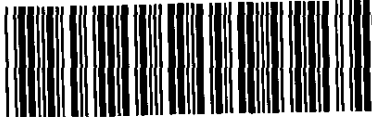


WEDNESDAY



LD2 \*L7909ZBS\* #228  
27/06/2018  
COMPANIES HOUSE

**HARLEQUIN ESTATES (TWICKENHAM) LIMITED (the "Company")**

**(Company number: 01002965)**

**WRITTEN RESOLUTIONS OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolutions be passed by the Company: resolutions 1, 2 and 7 as ordinary resolutions and resolutions 3, 4, 5 and 6 as Special resolutions:

1. **THAT** the Company enters into the following documents:
  - 1.1 a facility letter (the "**Facility Letter**") between (1) Butterfield Bank (Guernsey) Limited (the "**Bank**"), and (2) Harlequin FC Holdings Limited (the "**Borrower**"), Duncan Saville, the Company, Harlequin Community Limited ("**HCL**") and Mosaic Limited ("**Mosaic**");
  - 1.2 a debenture between (1) the Borrower, the Company and HCL as chargors and (2) the Bank (the "**Debenture**");
  - 1.3 a subordinated creditor's security assignment between (1) Mosaic as chargor, (2) the Borrower, the Company and HCL as debtors and (3) the Bank (the "**Subordinated Creditor's Security Assignment**"); and
  - 1.4 a subordination agreement between (1) the Borrower, the Company, HCL and Mosaic as subordinated creditors, (2) the Borrower, the Company and HCL as obligors and (3) the Bank (the "**Subordination Agreement**"),  
(together the "**Relevant Documents**").
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Relevant Documents and any related or ancillary document.
3. **THAT** none of David Armstrong Ellis or Sandra Jane Pope who are also directors of Mosaic, the Borrower and/or HCL shall infringe his or her duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby.
4. **THAT** the granting of security under the Debenture and the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents will promote the success of the Company for the benefit of its members as a whole.
5. **THAT** Article 2 of the Articles of Association of the Company be amended by inserting the following as Article 2(a):

"Regulation 24 shall be deleted and replaced by the following:

'Notwithstanding any other provision of these Articles, where any mortgage, charge or other security interest ("**Security**") has been granted to any person (a "**Security Holder**") by any shareholder, the directors shall not decline to register any duly executed (and stamped if necessary) transfer of shares registered in the name of that shareholder if such transfer:

  - A. is executed by that shareholder in favour of any person; or
  - B. is executed by the Security Holder, or by any receiver or nominee appointed by the Security Holder pursuant to the Security, in favour of any person."
  6. **THAT** the Articles of Association of the Company be amended by inserting the following as Article 15:

**"LIENS**

Regulations 11, 12, 13 and 14 shall not apply to the Company."

7. **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association.

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the first date on which copies of the resolutions are first sent to members, being 12 June 2018) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to the following address:

Twickenham Stoop Stadium  
Langhorn Drive  
Twickenham, Middlesex, TW2 7SX  
Attention: Sarah Roberts

or send a copy by email to [sarah.roberts@quins.co.uk](mailto:sarah.roberts@quins.co.uk) with a copy to [sandra.pope@icm.limited](mailto:sandra.pope@icm.limited).

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse.

Agreed

Signed ..... Sandra Pope .....

for and on behalf of

Name of registered holder: **Harlequin FC Holdings Limited**

Date 12 June 2018 .....