Company Number: 02909660

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

LONDON AND REGIONAL PROPERTIES LIMITED

(the "**Company**")

Circulated on 20/12/18 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution be passed as an ordinary resolution (the "**Resolution**"):

ORDINARY RESOLUTION

"**THAT** the sum of £10,994,959 being part of an unrealised reserve of the Company be and is hereby capitalised and appropriated as capital to London & Regional Group Holdings Limited ("**LRGH**") being the holder of ordinary shares of £1.00 each in the capital of the Company and that the directors be and are hereby are authorised to apply such sum in paying up in full 10,994,959 ordinary shares of £1.00 each in the capital of the Company (the "**Bonus Shares**") and to allot and issue the Bonus Shares, credited as fully paid up, to LRGH."

AGREEMENT

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

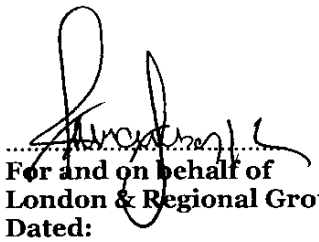
We, the undersigned, being the eligible sole member of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as an ordinary resolution.

THURSDAY

A7L6MJHN

A07 20/12/2018 #718

COMPANIES HOUSE



For and on behalf of
London & Regional Group Holdings Limited
Dated:
20/12/18

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on this Resolution on the Circulation Date.
2. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before the end of this period.