

If you agree to the resolution below, please signify your agreement by signing and dating this document where indicated and returning it to the Company by delivering the signed copy by hand to Rupa Patel at 4th Floor, 3 London Wall Buildings, London, EC2M 5PD. Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date, it will lapse. You should read the notes at the end of this document before signifying your agreement to the resolution below.

BPP NEWCASTLE LIMITED
(Registered in England – No. 03422921)
("Company")

WRITTEN RESOLUTION

(Circulated 25 AUGUST 2015) ("Circulation Date")

The sole director of the Company proposes that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions be passed as special resolutions

SPECIAL RESOLUTIONS

THAT -

- (1) the issued share capital of the Company be and is hereby reduced from £60,000 divided into 60,000 ordinary shares of £1 each to £0.60 divided into 60,000 ordinary shares of £0.00001 each and the capital derived from the reduction will be applied by the Company paying to the holder of the ordinary shares an amount equal to £0.99999 per ordinary share for each ordinary share registered in their name ("**Reduction**")

I, the undersigned, being the sole member entitled to vote on the above resolution on the Circulation Date, **IRREVOCABLY AGREE** to the above resolution

Signature

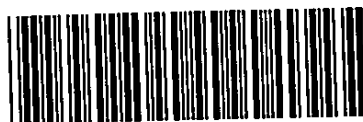
Name

Carl Lygo

Duly authorised for and on behalf of **BPP HOLDINGS LIMITED**

Date 25 AUGUST 2015

THURSDAY



A4F5ILQX

A09

03/09/2015

#268

COMPANIES HOUSE

Notes

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using the following methods

By hand by delivering the signed copy to Rupa Patel at 4th Floor, 3 London Wall Buildings, London, EC2M 5PD

By post by returning the signed copy by post to Rupa Patel at 4th Floor, 3 London Wall Buildings, London, EC2M 5PD
- 2 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.
- 3 **ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTION, YOU MAY NOT REVOKE YOUR AGREEMENT**
- 4 Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company within 28 days of the Circulation Date.