

Company No. 03455070

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS OF WITTON PROPERTIES LIMITED (Company)**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as special resolutions of the Company.

**SPECIAL RESOLUTIONS**

- 1 THAT the articles of association of the Company be amended by inserting the following provisions after special article 8 as new articles 8 B and 8 C:

"8 B Notwithstanding anything contained in these articles, the Directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:

- (i) to a lender, a bank or institution, or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any transferee of such a lender, bank, institution or agent and/or trustee (in each case, a "Secured Person"); or
- (ii) delivered to the Company for registration by a secured person or its nominee in order to register the secured person as legal owner of the shares or in order to transfer the shares to a third party; or
- (iii) is executed by a secured person or its nominee pursuant to the power of sale or other power under such security,

and Regulation 24 of Table A shall be modified accordingly.

8 C Notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a secured person or its nominee and no secured person or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer referred to in article 8 B above to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles, Table A or otherwise to require such shares to be transferred to them whether for consideration or not."

- 2 THAT the lien set out in article 7, shall not apply to shares held by a Secured Person.
- 3 THAT the resolution above has effect notwithstanding any provision of the Company's memorandum and articles of association.



Signature: .....  
Name: **Witton Property Holdings Limited**  
Date: ..... *1 March 2018*

#### **EXPLANATORY STATEMENT TO MEMBER**

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to members on *1 March* 2018 (Circulation Date).
- 3 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document;
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document; and
  - (c) please return the document to the Company at Quadrant House, Floor 6, 4 Thomas More Square, London, E1W 1YW marked "for the attention of the Directors".
- 5 To be valid, this document must be received no later than 28 days after the Circulation Date.
- 6 If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolution will lapse.
- 7 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.