

Company No 4422693

Written Resolutions of Countryside Three Limited (the "Company")

Circulation Date 24 SEPTEMBER 2015

Background

- (a) It is proposed that the Company enters into an amendment and restatement deed (the "**Amendment Deed**"), for the purpose of amending and restating a secured, term loan facility made available to the Company's parent, Hathber GR Limited ("**Hathber**") by Rothesay Life Limited ("**Rothesay**") pursuant to a facility agreement dated 5 May 2015 (the "**Facility Agreement**"), between, amongst others, itself (as an Original Guarantor), Hathber (as Borrower) and Rothesay (as Arranger, Original Lender, Agent, Calculation Agent and Security Trustee)
- (b) It is a condition precedent to the Effective Date under the Amendment Deed that the holders of the Company's entire issued share capital pass the written resolutions noted below as special resolutions

Resolutions

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), it is proposed that the following special resolutions (the "**Resolutions**") be passed

- 1 THAT the terms of and the transactions contemplated by
- (a) the Amendment Deed,
- (b) a proposed amendment agreement to be entered into between, amongst others, the Company, Hathber, Estates & Management Limited ("**E&M**") and Rothesay varying the terms of a duty of care agreement, dated 8 May 2015, entered into by, amongst others, the Company, Hathber, E&M and Rothesay,
- (c) a supplemental intragroup loan agreement, amending the terms of an intragroup loan agreement dated 8 May 2015, entered into by the Company, certain of its sister companies and Hathber,
- (d) a deed of variation amending the terms of a contribution agreement dated 8 May 2015, entered into by the Company, certain of its sister companies and Hathber, and
- (e) any ancillary or related documents to the documents listed at paragraphs 1(a) to 1(d) (inclusive) above,

(together (the "**Documents**")), are hereby approved and that the entry into by the Company of the Documents will promote the success of the Company for the benefit of its members as a whole

- 2 THAT none of Christopher McGill or William Procter who are directors of the Company as well as the other companies listed in the Schedule shall infringe his duty to avoid a situation in which he 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 those other companies listed in the Schedule entering into or otherwise being interested in the Documents and/or the transactions contemplated thereby

- 3 THAT notwithstanding any provisions of the memorandum or articles of association of the Company, for the purposes of the transactions contemplated by the Documents only, a director who is considered to have a conflict of interest with the Company may be counted as participating in a decision at a directors' meeting, or part of a directors' meeting, relating to it for quorum or voting purposes
- 4 THAT each director and the company secretary be severally authorised to do any act, matter or thing, and to execute and deliver the Documents and any document, agreement, certificate, notice, communication or confirmation as is required or as they may approve or as they may deem necessary or desirable to be done or executed in connection with the Documents, or the transactions contemplated therein, and to approve any amendments or complete any details in relation to the Documents, that approval being conclusively evidenced by the execution or signature of the relevant Document

Agreement

Please read the Notes below before signifying your agreement to the Resolutions

The undersigned, being an "eligible member" (as defined in section 289 of the Act) and entitled to vote on the Resolutions on the circulation date specified above, hereby irrevocably agrees to the Resolutions

Full name of member (print) Hathber GR Limited

Signature.

A handwritten signature in black ink, appearing to be a stylized 'H' followed by a long horizontal stroke.

Date:

24 SEPTEMBER 2015

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Countryside Three Limited, Molteno House, 302 Regents Park Road, Finchley, London, N3 2JX marked for the attention of the Company Secretary.

You may not return the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

Schedule

Directorships Matrix

Company Name	Registration Number		Secretary	Christopher McGill	William Procter	Michael Watson
			Paul Hallam			
Renburt Investments Limited	9507657		Y	Y	Y	N
Hathber GR Limited	9510014		Y	Y	Y	N
Mertola 2 Limited	9534682		Y	Y	Y	N
Annanbury Limited	6889300		Y	Y	Y	N
Byron Halls Limited	4846522		Y	Y	Y	Y
Citistead Limited	4735470		Y	Y	Y	N
Countryside Three Limited	4422693		Y	Y	Y	N
Fairhold Leda Limited	8129460		Y	Y	Y	N
Fairhold Properties No. 4 Limited	6371574		Y	Y	Y	N
Fairhold Properties No. 9 Limited	6753036		Y	Y	Y	Y
Freehold Properties 32 Limited	5842899		Y	Y	Y	N
Ramvel Limited	6703206		Y	Y	Y	Y
Rosleb Limited	4533342		Y	Y	Y	N
Bianco Estates Limited	8252333		Y	Y	Y	N
Chichester Freeholds Limited	5672316		Y	Y	Y	N
Fairhold Homes (No. 20) Limited	5086036		Y	Y	Y	Y
Fairhold Mercury Limited	6753024		Y	Y	Y	Y
Fairhold Properties No. 8 Limited	6703221		Y	Y	Y	Y
Flambayor Limited	6393207		Y	Y	Y	N
Hadham Securities No 6 Limited	6393118		Y	Y	Y	N
Littleblade Investment Properties Limited	8768477		Y	Y	Y	N
Trinity Green Reversion Limited	2413181		Y	Y	Y	N
Fairhold Holdings (2007 Q4) Limited	6393115		Y	Y	Y	N
Fairhold Holdings (2008 Q4A) Limited	6748328		Y	Y	Y	Y
Fairhold Holdings (2009 Q1) Limited	6752513		Y	Y	Y	Y
Fairhold Homes Investment (No.17) Limited	6643992		Y	Y	Y	Y
Fairhold Umbra Limited	8128858		Y	Y	Y	N
Broadsword GR Limited	8766944		Y	Y	Y	N
Monaty Topco Limited	8446840		Y	Y	Y	N
Lightyear Estates Holdings Limited	8249934		Y	Y	Y	N