

Company No. 06224840

THE COMPANIES ACT 2006

FRIDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HOUSE OF BRUNSWICK INVESTMENTS LIMITED

(the "Company")

Circulation Date

14 June 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

1. **THAT** the articles of association of the Company be altered so that a new Article 7A is inserted as follows.

**"7A Secured Institution**

7A 1 Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles) the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a Secured Institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Institution; or
- (b) where such transfer is by or on behalf of a Secured Institution or any nominee of a Secured Institution in favour of any third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

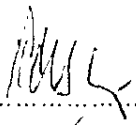
and a certificate by any officer of the Secured Institution that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact.

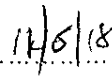
For the purposes of this Article 7A, "Secured Institution" shall mean any bank, institution, company or other person which provides finance to (i) the Company; (ii) its officers; (iii) its members; (iv) its subsidiary undertakings, (v) the subsidiary undertakings of any member and/or officer of the Company; and/or (vi) the companies for which any officer and/or member of the Company is an officer.

- 7A.2 The Company shall have no lien on any shares which have been charged by way of security in favour of a Secured Institution.
- 7A.3 The Company shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions.
- 7A.4 The Company shall not issue any (i) "warning notice" (as defined in Schedule 1B to the Companies Act 2006) unless, at the same time as issuing that warning notice, it issues a copy to the Secured Institution; and (ii) "restrictions notice" (as defined in Schedule 1B to the Companies Act 2006) unless it affords the Secured Institution not less than 28 days' written notice of its intention to issue such notice.
- 7A.5 No resolution shall be proposed the effect of which would be to delete or amend this Article 7A unless with the consent in writing of the Secured Institution (if any)."

**Please read the Notes overleaf before signifying your agreement to the Resolution.**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members of the Company who would have been entitled to vote on the Resolution on the Circulation Date stated above hereby irrevocably agree to the Resolution

  
.....  
For and on behalf of **Langham Holdings**  
**Limited**

  
.....  
Date of Signature

.....  
**Robert David Caldwell**

.....  
Date of Signature

## Notes

- 1 If you agree to the Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company by no later than 5pm on the date 28 days after the Circulation Date stated overleaf by hand or by post to the Company's registered office at First Floor Thavies Inn House, 3-4 Holborn Circus, London, EC1N 2HA.
- 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 The Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Resolution are passed.
- 4 The Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a special resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Resolution once you have signed and returned this document to the Company.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.