

COMPANIES ACT 2006
SPECIAL/ WRITTEN/ ORDINARY RESOLUTION

Company number: 06411652

Company name: Guinness Platform Limited

On the 20th day of March 2017 the following ordinary resolution was agreed and passed by the members, a copy of which is attached:

Viraj Greedharry

Governance Officer

Signed

V. Greedharry

10/4/17 93

WEDNESDAY



A63P366A

A16

05/04/2017

#113

COMPANIES HOUSE

Guinness Platform Limited Company number: 06411652

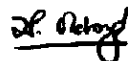
Written record of a decision by the sole member of Guinness Platform Limited (registered office 30 Brock Street, Regent's Place, London NW1 3FG) (the Company) pursuant to section 357 of the Companies Act 2006 (the Act)

The undersigned, being the sole eligible member of the Company in accordance with section 357 of the Act, agrees to pass the following resolutions:

Ordinary resolutions

- 1 That pursuant to Section 180(4)(a) the Company's directors are hereby empowered and authorised to act notwithstanding any conflict of interest or potential conflict of interest or conflict of loyalties or any other potential breach of duty that may arise, whether direct or indirect out of their employment by or out of an office held in respect of The Guinness Partnership Limited (TGPL) or any subsidiary or associate of TGPL.
- 2 That the Company's directors, who are not conflicted in any given circumstances, are empowered for the purposes of s175(5)(a) of the Act to authorise any situation in which a director of the Company has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
- 3 That all decisions of the Company's directors in respect of any transaction between the Company and TGPL or any subsidiary or associate of TGPL, or any transaction of the Company with a third party in respect of which one or more of TGPL and/or any subsidiary or associate of TGPL were also parties, prior to the date of this resolution are hereby ratified notwithstanding any conflict of interest of the nature described in resolution 1 above that may have existed at the time that the decision was made [or any other breach of duty or potential breach of duty by the Company's directors].
- 4 That, without prejudice to the breadth of the authorisation and empowerment in resolutions 1 and 2 above, the Company's directors are hereby authorised to act in relation to and to make any decisions arising from or in connection with the transactions listed below notwithstanding any conflict of interest or potential conflict of interest or conflict of loyalties or any other potential breach of duty that may arise, whether direct or indirect out of their employment by or out of an office held in respect of TGPL or any subsidiary or associate of TGPL:
 - 4.1 The provision of building services (and any related services) by Guinness Developments Limited and/or Guinness Platform Limited and/or Guinness Homes Limited to TGPL or any of its other subsidiaries or associates.

Signed:



Date: 20 March 2017

for and on behalf of The Guinness Partnership Limited