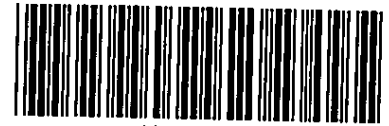


THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS WRITTEN RESOLUTIONS
AG LEE CHURCHGATE LIMITED
(the "Company")

WEDNESDAY



A44 *A1L7L3C9* 07/11/2012 #118
COMPANIES HOUSE

Passed on 25 October 2012

We, the undersigned being all the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolutions to take immediate effect as if each had been passed as a resolution at a general meeting duly convened and held

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be amended by inserting a new provision as Article 13
"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof
 - (a) *where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial 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 a lender, bank or other financial institution (in each case a "Secured Party"), or*
 - (b) *where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option, or*
 - (c) *where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,*
and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact"
- 2 That the Articles of Association of the Company be amended by inserting a new provision as Article 3 5
"The lien referred to in this Article 3 will not apply where a lender, bank or other financial institution has a charge or mortgage over those shares referred to herein"

ORDINARY RESOLUTIONS

- 3 That having considered in detail the Transaction as defined in paragraph 3 of the minutes of meeting ("**Minutes**") of the Company held at **6 am/pm** on **25 October** 2012 at **the offices of Angela Gordon & Co LP 295 Park Avenue**
- 3 1 the Company enter into the following documents ("**Relevant Documents**"):
- (a) a facility letter from Santander UK plc ("**Lender**") for signing by (amongst others) AG Dunedin Lee Churchgate LP acting by its general partner, AG Lee Churchgate GP Limited (the "**Borrower**"), the Company and the other parties named in it as prospective guarantors and/or providers of third party security and/or subordinated creditors ("**Loan Agreement**"), and
 - (b) a debenture ("**Debenture**") between (amongst others) the Borrower (1), the Company (2) and the Lender (3) including a first legal charge over the Property and fixed charges over other assets of the Borrower and the Company and a floating charge over present and future property and assets of the Borrower and Company to secure the liabilities of the Borrower under the Loan Agreement;
- 3 2 the directors have authority to approve the terms of, and the transactions contemplated by, the Relevant Documents and any related document; and
- 3 3 the entry by the Company into the proposed Transaction substantially on the terms set out in the Relevant Documents, including the provision of the guarantee as described in the Loan Agreement, the Debenture, the LP Charge, the Subordination Deed and any related documents are in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole

The undersigned, a person entitled to vote on the above resolution hereby irrevocably agrees to the above resolutions.

Signed by **Joseph Wekselblatt** .
(print name of signatory)

Signature 

for and on behalf of **AG LEE CHURCHGATE
GP LIMITED**

Date **25 October** 2012

Note. Your agreement to a resolution, once signed by you and received by the Company, may not be revoked