

Company No 08768477

TUESDAY



A23

A4GIAIOW

22/09/2015

#29

COMPANIES HOUSE

Written Special Resolutions of Littleblade Investment Properties Limited (the "Company")

Circulation Date 17/09/ 2015

Background

- (a) The Company entered into a secured, term facility agreement dated 5 May 2015 between, amongst others, itself (as an Original Guarantor) and Rothesay Life Limited (as Agent) (the "**Facility Agreement**")
- (b) It is now proposed that the Company enters into a supplemental debenture between, amongst others, itself (as an Original Chargor) and Rothesay Life Limited (as Security Trustee) (the "**First Supplemental Debenture**") Terms used but not otherwise defined in these special resolutions shall bear the meaning given to them in the Facility Agreement
- (c) It is a condition precedent to the acquisition of real property by the Company under the Facility Agreement 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 none of Christopher McGill and 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 First Supplemental Debenture and/or the transactions contemplated by it
- 2 THAT notwithstanding any provisions of the memorandum or articles of association of the Company, for the purposes of the transactions contemplated by the First Supplemental Debenture 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
- 3 THAT the terms of and the transactions contemplated by the First Supplemental Debenture to which the Company is to be a party are hereby approved and that the entry into by the Company of the First Supplemental Debenture will promote the success of the Company for the benefit of its members as a whole
- 4 THAT each director and the company secretary be severally authorised to do any act, matter or thing, and to execute and deliver 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 First Supplemental Debenture, or the transactions contemplated by it, and to approve any amendments or complete any details in relation to the First Supplemental Debenture, that approval being conclusively evidenced by the execution or signature of the First Supplemental Debenture

Agreement

Please read the Notes below before taking any action with regard 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:

17/09/2015

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 Fieldfisher, Riverbank House, 2 Swan Lane, EC4R 3TT marked for the attention of Paroma Indilo.
- 2 You may not return the Resolutions to the Company by any other method.
- 3 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.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 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

Companies

Citistead Limited (company number 4735470)

Rosleb Limited (company number 4533342)

Littleblade Investment Properties Limited (company number 8768477)

Fairhold Leda Limited (company number 8129460)

Ramvel Limited (company number 6703206)

Flambayor Limited (company number 6393207)

Chichester Freeholds Limited (company number 5672316)