

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**GCP SCAPE EAST LIMITED**  
**(the “Company”)**

**CIRCULATED ON 20 DECEMBER 2021**

**Background**

- (A) The Company is a wholly owned subsidiary of GCP Student Living plc (the “Target”).
- (B) On 20 December 2021, Gemini Jersey JV L.P. (“Bidco”), a limited partnership indirectly owned by iQSA Holdco Limited (“iQ”) and Scape Living PLC (“Scape Living”), acquired the entire issued share capital of the Target (the “Acquisition”) pursuant to a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “Scheme”).
- (C) Following the Acquisition, the real estate assets held within the GCP Student Living plc group will be transferred to either the iQ group or the Scape Living group (the “Break-Up”), as described in the circular in relation to the Scheme published on 11 August 2021 (the “Scheme Document”) and a separation agreement between Bidco, Scape Living, Scape Holdco 1 Ltd, iQ, Capella UK Mezzco 4 Limited and Capella UK Midco 4 Limited.

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the “Directors”) propose that resolution 1 below is passed as an ordinary resolution and that resolutions 2 and 3 below are passed as special resolutions of the Company (the “Written Resolutions”).

**Special Resolutions**

- 1. THAT the draft regulations attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
- 2. THAT, the name of the Company be changed to Gemini Scape East Limited, effective upon completion of the sale of the Company to Capella UK Holdco 4 Limited and that, with effect as at the time such change of name becomes effective pursuant to applicable law, all references in the memorandum and articles of association of the Company to the existing name of the Company be changed to such new name.

**Ordinary Resolutions**

- 3. THAT, subject to the passing of Resolution 1, Article 14(1) of the Company’s articles of association be disapplied to the extent such article would prevent any of the Directors from being counted as participating in the decision-making process for quorum or voting purposes in relation to any decision required to give effect to the Break-Up and/or any other matters set out in the Scheme Document.
- 4. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate number of 1,000,000 ordinary shares provided that

this authority shall, unless renewed, varied or revoked by the Company, expire on the last day of the period of five years beginning on the date this Resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority revokes and replaces all unexercised share allotment authorities previously granted to the Directors.

### **Agreement**


Please read the notes at the end of this document before signifying your agreement to the Written Resolutions.

The undersigned, the sole member of the Company entitled to vote on the Written Resolutions on 20 December 2021, irrevocably agrees to the Written Resolutions:

*[signature page follows]*

Signed by:

**GCP HOLDCO LIMITED**

DocuSigned by:  
  
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Name: Gemma Katakya

Title: Director

Date: 20 December 2021