

Company number 09533493

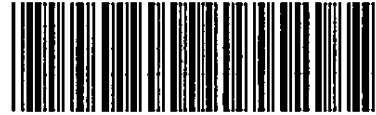
THE COMPANIES ACT 2006

WRITTEN RESOLUTION

OF

THE SOLE MEMBER

TUESDAY



A17 27/10/2015 #29
COMPANIES HOUSE

TRITAX REIT ACQUISITION 23 LIMITED

(the "Company")

30/09/2015 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**")

That

A new article 10.3 of the Articles of Association of the Company, as set out below, be approved and adopted

"10.3 TRANSFER TO CHARGEES OR MORTGAGEES"

Notwithstanding any provisions 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)

- (a) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to any security (the "**Security**") granted by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of
- (i) a chargee or mortgagee of such shares (a "**Secured Party**"), or
 - (ii) any nominee of a Secured Party, or
 - (iii) a purchaser of such shares from a Secured Party (or its nominee or any person acting as its agent or security trustee) of such shares, or
 - (iv) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a Secured Party

and a certificate by the relevant Secured Party (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact

- (b) no lien shall attach to the shares of the Company subject to the Security, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares
- (c) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party or its nominee and no Secured Party or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles of the Company or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise
- (d) the directors shall not have any right of forfeiture over the shares of the Company subject to the Security "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolution

SIGNED this 30 day of September 2015

Signed

Name MARK SHAW (PRINT NAME)

For and on behalf of **TRITAX BIG BOX REIT PLC**

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above

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
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the date falling 28 days after the Circulation Date sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date
- 4 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