

Company Number: 09943455

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF THE MEMBERS**  
 of

**Hurlston Hall Holding Limited**  
**(the Company)**

Circulated on. 22 July 2016 (the **Circulation Date**)

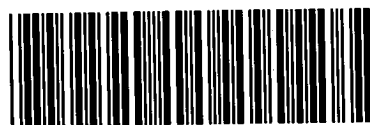
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

**ORDINARY RESOLUTIONS**

- 1 **THAT** the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of the following documents to be entered into pursuant to a pre-refinancing consent letter between, amongst others, Milston Limited, Nextdom (Hurlston Hall) Limited and The Royal Bank of Scotland acting as agent for National Westminster Bank plc and the Company (the "**Consent Letter**"), be and are hereby approved:
- 1.1 an all monies security assignment,  
 (the "**Document**");
2. **THAT** the directors have authority to approve the terms of, and the transactions contemplated by the Document and any subsequent documents relating to the Consent Letter and the refinancing in general (together the "**Relevant Documents**"),
3. **THAT** the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents is in the best interests of the Company's business and will promote the success of the Company for the benefits of its members as a whole; and
4. **THAT** resolutions 1 to 3 have effect notwithstanding any provision of the Company's articles of association

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## SPECIAL RESOLUTIONS

**THAT** the articles of association of the Company be amended by inserting the following new article 26 (6) after article 26 (5):

"Article 26 (6)

- (a) Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles).
- (b) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
  - (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution 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 or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise
- (c) The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 26 (b) above).
- (d) The lien set out in these articles shall not apply to shares held by a Secured Institution (as defined in Article 26 (b) above)

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

**Please read the notes set out below before signing or taking any action on this document.**

**AGREEMENT**

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:


**SIGNED by GERARD FRANCIS O'BRIEN**

Signature



**SIGNED by CHRISTINA BRIGID O'BRIEN**

Signature



Date on which resolution is passed .....22...July.....2016

Notes:

1 If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods

1.1 by hand or post; or

1.2 by attaching a scanned copy of the signed document and sending it to the Company.

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.

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company

2. Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.

3. The Resolutions will lapse if your sufficient agreement to them has not been received by the Company within 28 days of the Circulation Date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5. 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.