

Company Number: 10657545

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GCP TOPCO 2 LIMITED

(the "Company")

PASSED ON 31 MARCH 2017

FRIDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following written resolutions as special resolutions (the "**Resolutions**"):

**SPECIAL RESOLUTIONS**

1. **THAT** none of Robert Peto, Malcolm Naish, Peter Dunscombe or Marlene Wood who are also directors of GCP Student Living Plc, GCP Topco Limited, GCP Scape East Limited, GCP Operations Limited, GCP RHUL Limited, GCP SG Limited, GCP Brunswick Limited, GCP Brunswick 2 Limited, GCP Holdco 2 Limited, GCP Holdco Limited, GCP WL Limited, GCP RHUL 2 Limited and GCP Bloomsbury Limited 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 such companies entering into or otherwise being interested in some or all of the Finance Documents (as defined in the Facility Agreement) to which it is a party and/or the transactions contemplated thereby.
2. **THAT** the granting of security under the Security Documents and the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents (as defined in the Facility Agreement) will promote the success of (a) the Company and (b) the group (including for the avoidance of doubt, the Company and its subsidiaries) held by GCP Student Living plc, in each case for the benefit of their respective members as a whole.

The undersigned, being the sole member of the Company on the Circulation Date, hereby agrees to the Resolutions.

Name: **GCP STUDENT LIVING PLC**

Date: 31 March 2017