

Company number SC200223

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF WATERFRONT EDINBURGH LIMITED ("the Company")

30 November 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions"):-

SPECIAL RESOLUTIONS

1. That the following new Article 3.2 be added to the Company's articles of association:-
"3.2 Regulation 34 shall be modified by the deletion of the words "Subject to the provisions of the Act".
2. That, conditional upon the passing of resolution 1 above, the Ordinary C shares of the Company be reduced from £33,249,800 to nil, and a corresponding amount be credited to a distributable reserve.

AGREEMENT

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

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

Signed for and on behalf of The EDI Group Limited at Edinburgh by:

.....DirectorDirector

ERIC NODIN Name GAVIN K BARCLIE Name

6th December 2017 Date 6th December 2017 Date

THURSDAY



SCT 07/12/2017 #177
COMPANIES HOUSE

NOTES

1. You can choose to agree to both of the resolutions or neither but you cannot agree only to one of the resolutions. If you agree to both of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-

- **By hand:** delivering the signed copy for the attention of Catherine Stone at The EDI Group Limited, 3 Cockburn Street, Edinburgh EH1 1QB or to her in person.
- **Post:** returning the signed copy by post to Catherine Stone, The EDI Group Limited, 3 Cockburn Street, Edinburgh EH1 1QB.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to catherine@edigroup.co.uk.

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 clear days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.