

Step 3.2

Written Resolution under Companies Act 2006

Company number 00806862

PRIVATE LIMITED COMPANY

WRITTEN RESOLUTION

of

Portman Investments (Baker Street) Limited (the "Company")

17th October 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

That the amount standing to the credit of the capital redemption account of the Company as at the date on which this resolution is passed be cancelled and extinguished

By order of the board



Director

17th October 2014

Date

34

THURSDAY




LD1 *L3K2TTKQ* 06/11/2014 #48
COMPANIES HOUSE

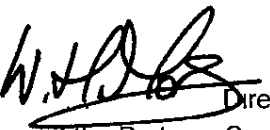
AGREEMENT

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

We, being the eligible members of the Company, hereby irrevocably agree to the Resolution

Signed by  on behalf of Derwent Valley Limited

Date 17th October 2014

Signed by  Director, Seymour Street Nominees Limited as nominee on behalf of the trustees of the Portman Secondary Settlement (Fund 02)

Date 17th October 2014

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution,
 - (B) the document must be sent to the Company in hard copy form or in electronic form,
 - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date