

Company Number. 01758817

THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
EAGLE ONE ESTATES LIMITED
(the "Company")

THURSDAY



A31 *A46WLOXV* #249
07/05/2015
COMPANIES HOUSE

Circulation Date . 1st May2015

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company proposed that the following resolutions (the "**Resolutions**") are passed

Ordinary Resolution

THAT the Company in good faith and for the purposes of carrying on its business enter into the arrangements to be effected under or pursuant to the documents set out in paragraph 1 1 to 1 3 (the "**Documents**") below

- 1 1 a facility letter (the "**Facility Letter**") from Nationwide ("the **Lender**") to the Company whereby the Lender will make available the sum of £7,322,355 to the Company,
- 1 2 a guarantee in respect of the liabilities of Lone Eagle Securities Limited, and
- 1 3 a deed of rental assignment in favour of the Lender

THAT any director of the Company, or any two directors or any single Director and the Company Secretary or any single Director (in the presence of an independent witness) be and is hereby authorised and instructed to accept and execute as a deed and deliver such of those Documents requiring execution (including any utilisation request) as a deed and/or if such document requires execution under seal, to affix the Company seal to such document and to attest such affixation in accordance with the Company's articles of association, and any of the above Documents requiring execution

Special Resolution

THAT the articles of association of the Company (the "**Articles**") be amended by the addition of the following new special article 24A (the "**Special Article**")

24A Transfer of Shares

- 24A 1 Notwithstanding anything contained in these Articles, this Article shall take precedence over all other provisions of 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)
- 24A 2 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to a power or sale or other power existing under such security,

and the directors shall forthwith register any such transfer of 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 shareholder 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

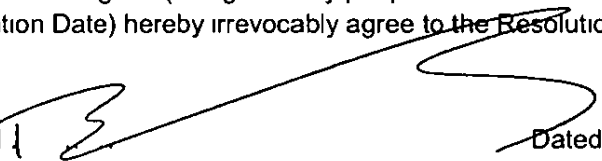
- 24A 3 To the extent that the Articles restrict or prohibit the transfer and registration of shares to a Secured Institution any such article shall be disapplied
- 24A 4 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 24A 2(a) above)
- 24A 5 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution

Agreement

Please read the notes attached to this document before signifying your agreement to the Resolutions.

We the undersigned (being the only people who are entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions

Signed



Dated

1st May

2015

PJ Goodes
authorised signatory for **Eagle One
Limited**

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**") using one of the following methods
- 1 1 **By Hand** delivering the signed copy to the Company's registered office
- 1 2 **Post** returning the signed copy by post to the Company's registered office
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions are passed when the required majority of eligible members have signified their agreement to them.
- 5 If the Resolutions are not passed before the end of the Lapse Period it will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
- 6 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.
- 7 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.