

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
BICKLEYLAKE LIMITED
(the "Company")

Certified as a true copy

Wendy F. Rees
Director/Secretary

Circulation date: 14 December 2017

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

SPECIAL RESOLUTION

THAT the Company declare and pay a dividend to Imperial Group Limited, its shareholder, of £205,538,381, such payment to be satisfied by the assignment by the Company to Imperial Group Limited of the benefit of and all interest, right and title in a debt of £205,538,381 due to the Company by Houserate Limited.

Agreement

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

The undersigned, who is duly authorised on behalf of the sole person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

Signed by:
Director

.....*I. N. Smith*.....

For and on behalf of: Imperial Group Limited

Date:

.....14.12.2017.....

MONDAY



A13 *A6LKKG21* 18/12/2017 #210
COMPANIES HOUSE