

Company No. 02169077

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**W&WE (WALES AND WEST ENGLAND) LIMITED**

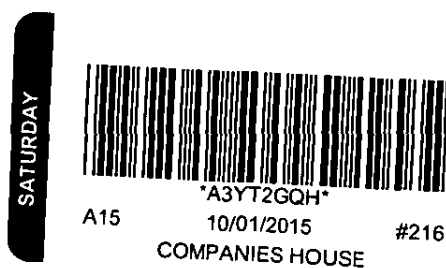
**("Company")**

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("**Act**") proposed by a director of the Company, proposed as a special resolution

**SPECIAL RESOLUTION**

- 1 **That** the share capital of the Company be reduced by cancelling and extinguishing for no consideration the following ordinary shares of £1 00 each

<b>No. of ordinary shares:</b>	<b>Registered holder:</b>
45,327,326	Amber Real Estate Investments Limited

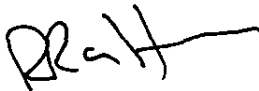


Circulation date: 8 JANUARY 2015

Registered office: Colmore Court, 9 Colmore Row, Birmingham B3 2BJ

**Agreement to written resolution**

We, the undersigned, being the sole person entitled to vote on the above resolution, irrevocably agree to such resolution

Name of corporate member	AMBER REAL ESTATE INVESTMENTS LIMITED	
Name and position of signatory	ROBERT JOHN RAFFERTY DIRECTOR  <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 8 JANUARY 2015

**W&WE (WALES AND WEST ENGLAND) LIMITED**

**("Company")**

**WRITTEN RESOLUTION: CIRCULATED ON 8 JANUARY 2015**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to you as the sole member before signifying your agreement to the resolution in this document

**EXPLANATORY STATEMENT TO SOLE MEMBER**

**1. NATURE OF WRITTEN RESOLUTION**

- 1 1 This document contains a proposed written resolution of W&WE (Wales and West England) Limited for approval by you as the sole member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed
- 1 2 A statement of solvency pursuant to section 642 of the Companies Act 2006 ("Act") relating to the resolution is supplied with the resolution

**2. PERIOD TO APPROVE WRITTEN RESOLUTION**

If the Company has not received the necessary level of member agreement to pass the resolution by the date being 28 days from the date the resolution was first circulated to the sole member, the resolution will lapse

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION**

- 3 1 Please signify your agreement to the resolution by:
  - 3 1 1 completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways
    - 3 1 1 1 by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors", or
    - 3 1 1 2 by scanning your signed and dated document, attaching it to an email and sending it to [simon.wright@dlapiper.com](mailto:simon.wright@dlapiper.com)

**Once you have signified your agreement to the resolution, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the date referred to in paragraph 2

- 3 2 If you are signifying agreement to the resolution 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 to the Company at the same time as you signify your agreement to the resolution and in any event by no later than the date referred to in paragraph 2

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION**

You do not have to do anything Failure to respond will not be treated as agreement to the resolution