

Company No: 03273685

LANDMARK MORTGAGES LIMITED

Written Resolution

of the Sole Member of the Company

THURSDAY



LD1 *L6KR1DRS* 07/12/2017 #32
COMPANIES HOUSE

Circulation Date: 6 December 2017

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 (the "**Resolution**").

Special Resolution

THAT, the directors of the Company having on 6 December 2017 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share premium account be reduced from £403,185,279.50 to £nil, the Company's capital redemption reserve be reduced from £7,298,235 to £nil, and the Company's share capital be reduced from £123,989,875 to £20,000,000 by cancelling 415,959,500 of the issued Ordinary Shares of £0.25 each in the capital of the Company registered in the name of Landmark Bidco Limited.

Agreement

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

The undersigned, being a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution:

Signed on behalf of Landmark Bidco Limited

Name (Block Capitals): SUSAN AGRAMAMS AS DIRECTOR

Date: 6 December 2017

NOTES:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.
- 2 If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
- 4 Unless, by midnight on 2 January 2018, 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 this time.