

Company number: 05067884

THE COMPANIES ACT 2006

HOME AND CAPITAL TRUST GROUP LIMITED

("Company")

WRITTEN RESOLUTIONS

Circulation Date: *23 September* 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions of the Company ("Resolutions")

ORDINARY RESOLUTION

- 1 **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £5,050,365 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act

SPECIAL RESOLUTION

- 2 **THAT** subject to the passing of resolution 1 and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act did not apply to any such allotment

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

The undersigned, hereby irrevocably agrees to the Resolutions

*P.T.B.C.*

Signed by Sovereign Reversions Holdings Limited      Date

*23 September 2011*



## NOTES

1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods

**By Hand** delivering the signed copy to Lester Wilson at DWF LLP, Bridgewater Place, Water Lane, Leeds, LS11 5DY, or

**Post** returning the signed copy by post to Lester Wilson at DWF LLP, Bridgewater Place, Water Lane, Leeds, LS11 5DY,

2 If you do not agree to 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 Unless sufficient agreement has been received within 28 days of the circulation date referred to above for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

5 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