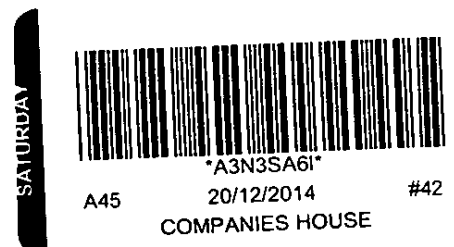


**THE COMPANIES ACT 2006**  
**CAMBIAN HERITAGE I LIMITED**  
**(the "Company")**  
**WRITTEN RESOLUTIONS**

We, the undersigned, being the sole member of the Company who (at the date of circulation of these resolutions) would be entitled to vote on these resolutions **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed, in the case of resolutions 1, 2, 3 and 4, as an ordinary resolution, and in the case of resolution 5, as a special resolution

**ORDINARY RESOLUTIONS**

- 1 **THAT** the terms of the following documents to be entered into by the Company be approved and the Company be authorised to enter into such documents (together, the **"Finance Documents"**)
  - (a) an amendment and restatement agreement to be entered into by, among others, Cambian Group PLC, Santander UK plc as Agent and Santander UK plc as Security Agent (the **"Amendment and Restatement Agreement"**) amending and restating a senior term and revolving facilities agreement dated 31 March 2014 (as amended by an amendment letter on 11 April 2014) entered into by, among others, Cambian Group PLC, Santander UK plc as Agent, Santander UK plc as Security Agent and the financial institutions listed therein as Original Lenders (the **"Original Facilities Agreement"** as amended and restated by the Amendment and Restatement Agreement being the **"Amended Facilities Agreement"**); and
  - (b) a supplemental debenture to be entered into by, among others, the Company and Santander UK plc as Security Agent
- 2 **THAT** the directors have authority to approve the terms of, and the transactions contemplated by, the Finance Documents and any related documents
- 3 **THAT** notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, any one of the directors of the Company, and in the case of any document to be executed as a deed, any two Directors or any one Director in the presence of a witness who attests their signature, has authority and is directed to complete, enter into, execute, deliver and perform the obligations set out in the Finance Documents (in such manner and subject to such amendments, variations and modifications as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document))
- 4 **THAT** Cambian Group PLC be appointed to act as agent of the Company in connection with the Finance Documents



## **SPECIAL RESOLUTION**

5 **THAT** the Company's articles of association be altered by the addition of the following new article 33

"(a) Notwithstanding Article 26(5) of the Model Articles which shall not apply to the Company and anything contained in these Articles

(i) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and

(ii) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

(A) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,

(B) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or

(C) to any such bank or institution (or to its nominee) pursuant to any such security

(b) A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.


(c) Notwithstanding any other provision of these Articles any rights of pre-emption described shall not apply in respect of any shares which are charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution

(d) Notwithstanding any other provision in these articles of association, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article ".

## AGREEMENT:

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

The undersigned, a person entitled to vote on the above resolutions on 3/12 2014 hereby irrevocably agrees to the Resolutions, for and on behalf of Cambian Properties (U K ) Limited.

  
.....

for and on behalf of  
**Cambian Properties (U.K.) Limited**

## 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 it to the Company by delivery to Clifford Chance LLP acting on behalf of the Company

If you do not agree to all of the resolutions, you do not need to do anything. you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions you may not revoke your agreement.
3. Unless by \_\_\_\_\_ 2014<sup>1</sup> sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.

---

<sup>1</sup> 28 days after the circulation date