

EXECUTION VERSION

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

REGISTERED NO. 05453405

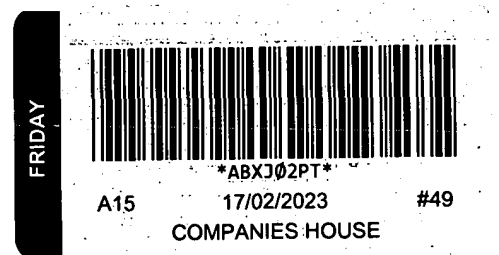
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

BAKER STREET RESIDENTIAL II LIMITED (THE "COMPANY")

SPECIAL WRITTEN RESOLUTIONS OF THE SOLE MEMBER

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We the undersigned, being the sole member of the Company who would at the circulation date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, do hereby in accordance with the provisions of Section 288 of the Companies Act 2006 pass the following resolutions in writing:

**IT IS HEREBY UNANIMOUSLY RESOLVED THAT:**

1. The Company's Articles of Association be and are hereby amended by the restatement of the paragraphs relating to Articles 11 and 12 being retitled Article 11(a) and 12(a) respectively.
2. Furthermore, the Company's Articles of Association be and are hereby further amended by the insertion of new paragraphs 11(b) and 12(b) to be added to Articles 11 and 12, namely:

*"11(b) Notwithstanding anything contained in these articles, the directors of the Company may not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof, where such transfer is:*

- i. executed by a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "**Financial Institution**") or to which such shares have been mortgaged or charged by way of security, that benefits a Financial Institution or by any nominee of such Financial Institution, pursuant to a power of sale under such security;
- ii. *executed by a receiver, administrative receiver, administrator, receiver and manager or similar entity appointed by or on behalf of any Financial Institution under any such security including pursuant to a power of sale or other such power under any security;*
- iii. *to any such Financial Institution, or to any nominee, of such Financial Institution, pursuant to any such security; or*
- iv. *is delivered to the Company for registration in order to perfect or protect any security of a Financial Institution,*

*and a certificate by any officer of such Financial Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, and notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Financial Institution or its nominee and no Financial Institution or its nominee shall (in either such case) be required to offer the share which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.*


*12(b) Notwithstanding anything contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged or mortgaged to a Financial Institution."*

3. Pursuant to section 21(1) of the Companies Act 2006, the articles of association in the form attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

This written resolution will come into effect on the date on which the sole member of the Company entitled to vote on the resolution on its circulation date sign this written resolution.

This written resolution may be executed in any number of counterparts, and this shall have the same effect as if the signatures on the counterparts were on a single copy of this written resolution.

on behalf of **BAKER MELCOMBE LIMITED**



Michael Diana, Director



Thomas Rowley, Director

Date: 10 February 2023

**Notes:**

1. The circulation date of these resolutions is 10 February 2023. These resolutions have been sent to the sole member who would have been entitled to vote on the resolutions on this date. Only the sole member (or persons duly authorised on their behalf) should sign these resolutions.
2. The sole member can signify his or her agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company's legal advisers Clifford Chance LLP of 10 Upper Bank Street, E14 5JJ, London for the attention of Ciara Lally or by email to [Ciara.Lally@CliffordChance.com](mailto:Ciara.Lally@CliffordChance.com).
3. These resolutions must be passed within 28 days beginning with the circulation date. If these resolutions are not passed by such date they will lapse. The agreement of the sole member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.