

Registered number: 6170367

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**LMP TELFORD HOLDINGS LIMITED**  
(the "Company")

Circulation date 18 December 2014

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 of the Company.

**Special Resolution**

**THAT**, in accordance with sections 610(4) and 641 of the Companies Act 2006 (the "Act") and with effect from the date of registration by the Registrar of Companies in England and Wales of those documents required to be registered pursuant to section 644(1) of the Act in connection with the reduction of approved under this resolution:

- (A) the issued share capital of the Company be reduced from 282,430 ordinary shares of £1 each to 1 ordinary share of £1 by the cancellation of 282,429 of the issued ordinary shares of £1 in the Company, each of which is fully paid up,
- (B) the share premium account of £8,000 of the Company be cancelled, and
- (C) the reserve arising from such reduction of issued share capital and share premium account be treated by the Company as a realised profit, as permitted by article 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915).

**Agreement**

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

LOI-408236602v1

FRIDAY



LD1

\*L3N2IP3E\*

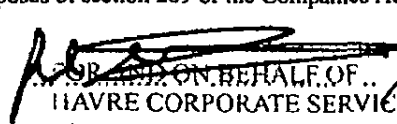

19/12/2014

#58

COMPANIES HOUSE

The undersigned, being the sole person entitled, or who is duly authorised on behalf of the person entitled, to vote on the above resolution on the circulation date (being the only eligible member of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably agrees to the resolution.

Signed by.

   
FOR AND ON BEHALF OF...  
HAVRE CORPORATE SERVICES LIMITED

For and on behalf of LMP Green Park Cinemas Limited

Date

18 December .. 2014

## NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or post to the registered office, or by email to the Company Secretary or Jones Day, using one of the following methods.
  - (A) By hand delivering the signed copy to Gemma Formby at 21 Tudor Street, London, EC4Y 0DJ,
  - (B) By post: returning the signed copy by post to Gemma Formby at 21 Tudor Street, London, EC4Y 0DJ, or
  - (C) By email: by attaching a scanned copy of the signed document to an e-mail and sending it to [gformby@jonesday.com](mailto:gformby@jonesday.com).
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless, by 5.00 p.m. on the date falling 28 days after the circulation date, 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 the Company before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.