

CONFIDENTIAL

Company Number 6408833

TUESDAY



R21L3DO9
RM 05/02/2013 #192
COMPANIES HOUSE

Spire Property 3 Limited (the Company)

Minutes of a meeting of the Board of Directors of the Company

held at 35 Great St Helen's, London EC3A 6AP

on 01 February 2013 at 16 00pm

In attendance John Paul Nowacki (Chairman)

By phone Vinoy Nursiah

1 Chairman

Vinoy Nursiah was appointed Chairman of the meeting

2 Notice and Quorum

- 2.1 The Chairman reported that due notice of the meeting had been given and that a quorum was present in accordance with the Articles of Association of the Company. The Chairman declared the meeting open.
- 2.2 Terms not otherwise defined in these minutes shall have the meaning given to them in the Agreement (as defined below).

3 Purpose of the meeting

It was noted that the meeting had been convened to deal with certain matters arising in connection with the purchase of the entire issued share capital of Spire UK Holdco 1A Limited and Spire UK Holdco 3A Limited (the **Transaction**) by Links Bidco S à r l (the **Buyer**) pursuant to a sale and purchase agreement dated 17 January 2013 (the **Agreement**).

4 Declarations of interest

Each Director present confirmed that they had no direct or indirect interest in any way in the proposed transactions and arrangements to be considered at the meeting which they were

required by section 177 Companies Act 2006 and the Company's Articles of Association to disclose

5 Documents produced to the meeting

In connection with the Transaction, the documents set out in Schedule 1 to these minutes (the **Documents**) were produced to the meeting

6 First change of the accounting reference date

- 6 1 Pursuant to clause 7 13 of the Agreement, the Buyer must procure that the current period of account of the Company ends on the date of the Lease of Variation Date being 21 January 2013
- 6 2 It was resolved that the accounting reference date of the Company be and is hereby changed to 21 January (so that the then current accounting period would commence on 1 January 2013 and ended on 21 January 2013) and a Form AA01 was presented to the meeting in respect of such change

7 Written Resolution for Change of Name

- 7 1 It was noted that in connection with the Transaction and in accordance with clause 7 5 of the Agreement, the sole shareholder of the Company wished to change the name of the Company to "Links Property 3 Limited"
- 7 2 Accordingly there was produced to the meeting a form of written resolution of the sole member of the Company (**Written Resolution**) to change the name of the Company to "Links Property 3 Limited"
- 7 3 IT WAS RESOLVED TO
 - (a) approve the Written Resolution in the form produced to the meeting, and
 - (b) send it to the sole member of the Company and to the Company's auditors
- 7 4 The meeting was adjourned so that the Written Resolution could be submitted to the sole member of the Company The meeting reconvened at 16 02pm and the Chairman reported that the Written Resolution had been passed

8 Second change of the accounting reference date

It was further resolved that the accounting reference date of the Company be and is changed to 31 December (so that the then current accounting period following the change of accounting reference period referred to in minute 6 above, would commence on 22 January 2013 and

ended on 31 December 2013) and a Form AA01 was presented to the meeting in respect of such change

9 Other Resolutions

9 1 Having carefully considered the terms of the Documents and taking into account all other matters discussed at the meeting, the Directors unanimously resolved that

- (a) each of the Documents be and is hereby approved,
- (b) each of the Directors be authorised for and on behalf of the Company
 - (i) to approve any amendments to the Documents as he may in his absolute discretion determine to be necessary and, where applicable, the execution of the Documents by any of them shall be conclusive evidence of such approval,
 - (ii) to sign for and on behalf of the Company such of the Documents as are required to be executed under hand on behalf of the Company, and
 - (iii) to approve, and where the Company is a party, sign for and on behalf of the Company all other documents which he in his absolute discretion may consider desirable, necessary or appropriate in connection or incidental to the Transaction, and
- (c) any Director (whose signature is witnessed), or any two Directors or any director and the company secretary be authorised to execute such of the Documents as are required to be executed as a deed by the Company or under the Company's seal

10 Filing

10 1 The Directors further resolved that the Secretary be and is hereby authorised and directed to file with the Registrar of Companies all requisite forms recording relevant matters transacted at this meeting or which would otherwise be required to be filed in connection with the sale and purchase generally, including

- (a) the Written Resolution,
- (b) the Form NM01 in respect of the change of name of the Company,
- (c) a cheque for £50 in respect of the change of name fee,
- (d) the Forms AA01

10 2 The Directors further instructed the Secretary to make all necessary and appropriate entries in the books and registers of the Company

11 Close

There being no further business, the Chairman declared the meeting closed

A handwritten signature in black ink, appearing to be "J. J. J.", written over the printed name "Chairman".

Chairman

Schedule 1
Documents produced to the meeting

- 1 Written Resolution in respect of the change of name of the Company
- 2 Form NM01 in respect of the change of name of the Company (the **Form NM01**)
- 3 Forms AA01 in respect of the first and second change of accounting reference date of the Company (the **Forms AA01**)