

BROOKFIELD (99 BISHOPSGATE) LIMITED (the "COMPANY")

Registered Number: 06663603

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY
IN LIEU OF A GENERAL MEETING PASSED PURSUANT TO
SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following resolution be passed by the Company as a special resolution

SPECIAL RESOLUTION

- 1 **THAT** the issued share capital of the Company be reduced from £35,000,000, divided into 100,000,000 issued ordinary fully paid-up shares of £0 35 each, to £0 35, consisting of a single issued ordinary fully paid-up share of £0 35 (the "**Reduction of Capital**"), by

- (a) cancelling and extinguishing 99,999,999 issued ordinary shares of £0 35 each, and
(b) crediting to the Company's profit and loss account an amount of £34,999,999 65,

such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

The sole member of the Company, entitled to vote on the resolution on the circulation date (that is the first date on which a copy of the resolution is first sent to the sole member) should sign and date below to signify its agreement to the resolution and return the signed document by hand or post to the Company

This resolution must be passed by the sole member by the end of the period of 12 days beginning with the circulation date otherwise it will lapse

Agreed

Signed

For and on behalf of



BOP (99 BISHOPSGATE) S À R L

Date

30/07/15

THURSDAY



LD1 30/07/2015 #18
COMPANIES HOUSE