

Company Number: 06704309

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

LONDON & REGIONAL GROUP TRADING NO.3 LIMITED

(the "Company")

Circulated on 21/12/2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as an ordinary resolution (the "Resolution"):

ORDINARY RESOLUTION

"**THAT** in accordance with section 551 of the Act the directors of the Company be generally and unconditionally authorised to allot shares of £1.00 each in the Company up to an aggregate nominal amount of £524,519,291 providing that this authority, shall unless renewed, varied or revoked by the Company, expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require the shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors and paragraph 42 (6) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 applies accordingly."

AGREEMENT

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

We, the undersigned, being the eligible members of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and the resolution shall take effect as an ordinary resolution.

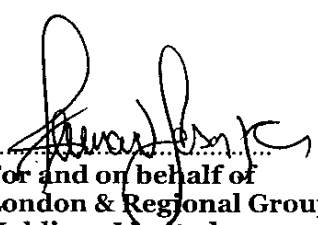
FRIDAY



L19

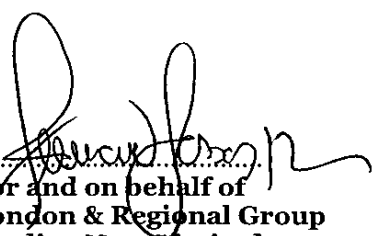
L7L92JBL
21/12/2018
COMPANIES HOUSE

#355



.....
For and on behalf of
London & Regional Group
Holdings Limited

Dated: 21/12/18



.....
For and on behalf of
London & Regional Group
Trading No.2 Limited

Dated: 21/12/18

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolution on the Circulation Date.
2. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before the end of this period.