

Company Number: 07036498

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF THE MEMBERS**

of

**ESCAPE THE CITY LIMITED**  
(the **Company**)

Circulated on 28<sup>th</sup> March 2018 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolution below is passed as indicated below. The resolution set out below is referred to in this document as the **Resolution**.

**SPECIAL RESOLUTION**

THAT with effect from this Resolution being passed the articles of association of the Company be amended by inserting the following new article 1A:

"[1.A]

[1.A.1] *The purposes of the Company are to promote the success of the Company for the benefit of its members as a whole and, through its business and operations, to have a material positive impact on society and the environment, taken as a whole.*

[1.A.2] *A director shall have regard (amongst other matters) to:*

- a. *the likely consequences of any decision in the long term,*
- b. *the interests of the Company's employees,*
- c. *the need to foster the Company's business relationships with suppliers, customers and others,*
- d. *the impact of the Company's operations on the community and the environment,*
- e. *the desirability of the Company maintaining a reputation for high standards of business conduct, and*
- f. *the need to act fairly as between members of the Company, (together, the matters referred to above shall be defined for the purposes of this Article [1.A] as the "Stakeholder Interests").*

[1.A.3] *For the purposes of a director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.*

SATURDAY



[1.A.4] Nothing in this Article [1.A] express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).

[1.A.5] The directors of the Company shall for each financial year of the Company prepare a strategic report as if sections 414A(1) and 414C of the Companies Act 2006 (as in force at the date of adoption of these Articles) applies to the Company whether or not they would be required to do so otherwise than by this Article [1.A]."

**Please read the notes set out below before signing or taking any action on this document.**

## **AGREEMENT**

We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:


**SIGNED by DOMINIC JACKMAN**

Signature



**SIGNED by ROBERT SYMINGTON**

Signature



**SIGNED by MICHAEL HOWE**

Signature



**Date on which Resolution is passed**

**28<sup>th</sup> March 2018**

Notes:

1. *If you agree to the resolution, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the company using one of the following methods:*
  - 1.1 *by hand or post to Niki Stephens, Mishcon de Reya LLP, Africa House, 70 Kingsway, London WC2B 6AH; or*
  - 1.2 *by attaching a scanned copy of the signed document and sending it to niki.stephens@mishcon.com.*

*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.*

*By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.*

2. *Once delivered, you will have indicated your agreement to the Resolution and may not revoke your agreement.*
3. *The Resolution will lapse if sufficient agreement to it has not been received by the Company within 28 days of the Circulation 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.*