

Company no. 07352099

**The Companies Act 2006**  
**Private company limited by shares**

**Written resolution**

**of**

**GMS (Parking) Limited**

10 September 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of GMS (Parking) Limited (the "Company") propose that the resolution below is passed as a special resolution (the "Special Resolution").


**Special Resolution:**

1. That the capital of the Company be and is reduced by cancelling the entire balance of the share premium account of the Company.

**Important:**

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

The undersigned, being the person(s) entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agree to such Special Resolution.

Signed:   
duly authorised signatory  
for and on behalf of  
**GMS Parking Holdco Limited**

Number of Ordinary shares: 2

Date: 10/09/18



## Notes

1. A solvency statement by the directors of the Company dated 10 September 2018 made pursuant to Section 643, Companies Act 2006 is attached (the "**Solvency Statement**").
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 by email (by attaching a scanned copy of the signed document to an email and sending it to [sam.dance@studentcastle.co.uk](mailto:sam.dance@studentcastle.co.uk) marked for the attention of Sam Dance. Please enter "Written resolution of GMS (Parking) Limited" in the email subject box.
3. The resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). **In order to be effective sufficient votes to pass the resolution must have been cast within 15 days of the date of the Solvency Statement.** Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.
4. Once you have signified your agreement to the resolution such agreement cannot be revoked.
5. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
6. 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.
7. If you require any assistance in completing this document, please contact Sam Dance.