

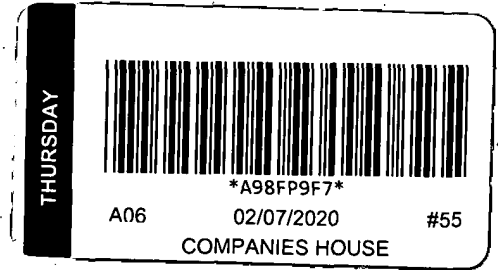
Number of Company: 07453041

INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

*Written Resolutions
Pursuant to the Companies Act
of*

**Stanhope (Station Hill) Limited
(‘the Company’)**



Certified copy of resolutions passed on 1 July 2020 as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

As special resolutions in accordance with section 283 of the Companies Act 2006:

- 1 "That the Company be wound-up voluntarily".
- 2 "That the Joint Liquidators be and they are hereby authorised to distribute all or part of the assets in such proportions as they mutually agree and that they are hereby authorised to divide among the members in specie the whole or any part of the assets of the Company".
- 3 "That it is resolved that all members acknowledge that members Stanhope plc and Mitsui Fudosan (U.K.) Limited have already received all dividend monies due to them (both at today's and any future date) and that the all surplus funds currently held by the Company, as set out in the directors' declaration of solvency, are due to the member Simon David Camp and will be distributed to him via a capital distribution declared by the Joint Liquidators in due course. This resolution is undertaken in accordance with the "Waterfall Agreement", as outlined in the investment agreement that has validly been entered into by Stanhope plc, Mitsui Fudosan (U.K.) Limited and Simon David Camp dated 18 December 2015".

As ordinary resolutions in accordance with section 282 of the Companies Act 2006:

- 4 "That Simon David Chandler and Guy Robert Thomas Hollander of Mazars LLP, Tower Bridge House St. Katharines Way, London, E1W 1DD be and they are hereby appointed Joint Liquidators for the purpose of such winding-up."
- 5 "That the Joint Liquidators be authorised to act jointly and severally".
- 6 "That the Joint Liquidators' remuneration be agreed as a fixed fee of £7,500 plus disbursements and VAT and that the Joint Liquidators be authorised to draw this amount as and when funds permit."
- 7 "The Joint Liquidators be permitted to recover the allocated disbursements incurred in handling the case".


Simon Clive Camp – Director

Dated: 1 July 2020