

WALWORTH INVESTMENT PROPERTIES LIMITED (the "Company")

COMPANY NUMBER 08422737

PRINT OF WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 24 OCTOBER 2018

The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company: resolutions 1 to 6 (inclusive) as ordinary resolutions and resolution 7 as a special resolution:

ORDINARY RESOLUTIONS

1. **THAT** the Company enters into an amendment and restatement deed (the "**Amendment and Restatement Deed**") between, among others, the Company and HSBC UK Bank plc as agent (the "**Agent**") in relation to the £80,000,000 term facility agreement (the "**Facility Agreement**") originally dated 10 May 2013, made between, among others, the Company as borrower and the Agent as amended on 18 March 2015 and as amended and restated on 31 January 2017.
2. **THAT** the Directors have authority to approve the terms of and the transactions contemplated by, the Amendment and Restatement Deed and any related or ancillary document to which the Company is a party (together the "**Relevant Documents**").
3. **THAT** the terms of and the transactions contemplated by the Relevant Documents are approved.
4. **THAT** the Directors be authorised, empowered and directed in the name and on behalf of the Company to cause the execution and delivery of the Relevant Documents with such amendments as they shall in their absolute discretion think fit.
5. **THAT** the entry into the Relevant Documents will promote the success of the Company for the benefit of its members as a whole.
6. **THAT** these resolutions have effect notwithstanding any provisions of the Company's Articles of Association.

SPECIAL RESOLUTION

7. **THAT** none of the Directors of the Company who are also Directors of one or more of the companies listed at the Annex to these resolutions shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company as a result of such other companies entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby.

Signed

for and on behalf of **Walworth Investment Properties Limited**

WEDNESDAY



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31/10/2018

COMPANIES HOUSE

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ANNEX
LIST OF GROUP COMPANIES

Dorrington Investment P L C;
Dorrington Plc.