

Company number. 08661436

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

HERMES REAL ESTATE SENIOR DEBT FUND GP LIMITED (the "Company")

The following written resolution has been duly proposed by the directors of the Company as a special resolution

SPECIAL RESOLUTION

That the name of the Company be changed to Hermes Real Estate Debt GP Limited with immediate effect

AGREEMENT

The sole member of the Company who is an eligible member because it is entitled to vote on the resolution on the circulation date (that is the first date on which a copy of the resolution is first sent to members, being 5 JULY 2016 (the "Circulation Date")) should sign and date below to signify its agreement to the resolution

This resolution must be passed by the end of the period of 28 days beginning with the Circulation Date

Agreed

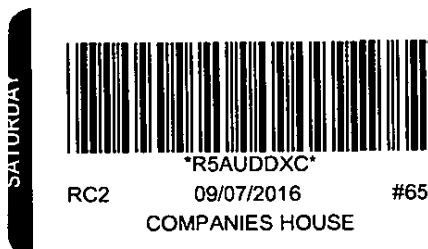
Signed



authorised signatory for and on behalf of

HERMES REAL ESTATE INVESTMENT MANAGEMENT LIMITED

Date 5 JULY 2016





FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 8661436

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

HERMES REAL ESTATE SENIOR DEBT FUND GP LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

HERMES REAL ESTATE DEBT GP LIMITED

Given at Companies House on **22nd July 2016**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**