

Company Number: 08819754

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

TITLESTONE DEVELOPMENT LENDING LIMITED

(the "Company")

SOLE SHAREHOLDER'S WRITTEN RESOLUTIONS

Circulation Date: 25th Oct 2017 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006") and the Company's Articles of Association, the directors of the Company (the "Directors") propose that resolutions 1 and 2 be passed as ordinary resolutions and resolutions 3 to 7 be passed as special resolutions (together, the "Resolutions").

For the purpose of the Resolutions, the terms "Finance Documents" and "Equity Contribution Agreement" have the meaning given to such terms in the facility agreement proposed to be entered into between the Company as borrower, Titlestone Property Finance Limited as duty of care provider, OCM Luxembourg Titlestone Holdings S.à r.l. as pledgor, the financial institutions listed therein as original lenders, and Deutsche Bank AG, London Branch as agent, collateral administrator and security agent (the "Facility Agreement").

ORDINARY RESOLUTIONS

1. **THAT** the Company enters into the Facility Agreement, the Equity Contribution Agreement and any other Finance Document to which it is proposed to be a party in such form as is approved by the Directors.
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Facility Agreement, the Equity Contribution Agreement, any other Finance Document to which it is proposed to be a party and any other related document, including but not limited to any notes, deeds, agreements, letters, notices, certificates, acknowledgements, registrations, instructions, fee letters and other documents.

SPECIAL RESOLUTIONS

3. **THAT** the entry by the Company into the Facility Agreement, the Equity Contribution Agreement and any other Finance Document to which it is proposed to be a party is in the best interests of the Company's business and will promote the success of the Company for the benefit of its sole shareholder.
4. **THAT** the articles of association of the Company be altered by deleting the entirety of the present article 46.5 and replacing it with the following new article 46.5:

"The directors may not refuse to register the transfer of a share."
5. **THAT** articles 35 and 36 of the Company's articles of association be deleted in their entirety and the numbering of the remaining articles be amended accordingly.

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6. **THAT** the Resolutions have effect notwithstanding any provision of the Company's articles of association.
7. **THAT** none of the directors of the Company who are also directors or employees of another company in the same corporate group as the Company shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of any group company entering into or otherwise being interested in some or all of the Finance Documents and/or the transactions contemplated thereby.

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

THE UNDERSIGNED, being the sole shareholder of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREES to the Resolutions.

Martin Eckel -
Manager


duly authorised signatory
for and on behalf of


Hugo Neuman
Manager

OCM Luxembourg Titlestone Holdings S.à r.l., a *société à responsabilité limitée* incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 26A, boulevard Royal, L-2449 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B-169.414

Dated: 25th Oct 2017