

Company number 09271002

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

12 LISGAR TERRACE FREEHOLD LIMITED (Company)

Circulation date *2 October*
~~September~~ 2015

SATURDAY

COMPANIES HOUSE



A16

03/10/2015

#181

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the resolution numbered 1 is passed as a special resolution

SPECIAL RESOLUTION

1 THAT the articles of association of the Company be amended as follows

1.1 The first sentence of Article 4.1 is deleted and replaced with the following

"Save as provided at article 4.2, the directors of the Company have control over the affairs and property of the Company and are responsible for the management of the Company's business"

1.2 The following is inserted as a new article 4.2

"The directors will procure that the Company will not, except with the prior written consent of all members,

- (a) vary in any respect its articles of association or the rights attaching to any of its shares, or
- (b) permit the registration (upon subscription or transfer) of any person as a member of the Company and/or any permitted transferees otherwise than in accordance with these articles, or
- (c) increase the amount of its issued share capital, grant any option or other interest (in the form of convertible securities or in any other form) over or in its share capital, redeem or purchase any of its own shares, sell, transfer or cancel any shares held from time to time in treasury or effect any other reorganisation of its share capital, or
- (d) issue any loan capital or enter into any commitment with any person with respect to the issue of any loan capital, or
- (e) make any borrowing other than from its bankers in the ordinary and usual course of business, or
- (f) pass any resolution for its winding up or present any petition for its administration (unless it has become insolvent), or
- (g) engage in any business other than to hold, manage and administer the freehold or leasehold property or properties known as 12 Lisgar Terrace, London, W14 8SJ, or

- (h) sell, assign, transfer, lease, underlet, charge or otherwise dispose or deal with any interest in
 - (i) the freehold property known as 12 Lisgar Terrace, London, W14 8SJ and registered at the Land Registry under title number BGL31267,
 - (ii) the leasehold titles granted out of the freehold property stated in (i) above, including (but not limited to) those registered at the Land Registry under title numbers BGL2889, BGL30281, BGL 103633 and BGL48174, and/or
 - (iii) any material assets of the Company,
- (i) form any subsidiary or acquire shares in any other company or participate in any partnership or joint venture (incorporated or not), or
- (j) amalgamate or merge with any other company or business undertaking, or
- (k) alter its name or registered office, or
- (l) enter into any transaction or arrangement of any nature whatsoever with any of the members or directors or any person who is connected (within the meaning of sections 1122 and 1123 of the Corporation Tax Act 2010) to any of its members or directors whether or not any other person shall be party to such transaction or arrangement, or
- (m) enter into any arrangement, contract or transaction outside the normal course of its business or otherwise than on arm's length terms, or
- (n) give notice of termination of any arrangements, contracts or transactions which are of a material nature in the context of its business, or materially vary any such arrangements, contracts or transactions, or
- (o) create or permit to be created any mortgage, charge, encumbrance or other security interest whatsoever on any asset or its business in whole or in part or any of its shares other than liens arising in the ordinary course of business
- (p) make or permit to be made any material change in the accounting policies and principles adopted by the Company in the preparation of its accounts except as may be required to ensure compliance with relevant accounting standards under the Companies Act 2006 or any other generally accepted accounting principles in the United Kingdom, or
- (q) declare or pay any dividend, or
- (r) make any loan (otherwise than by way of deposit with a bank or other institution the normal business of which includes the acceptance of deposits) or grant any credit (other than in the normal course of trading) or give any guarantee (other than in the normal course of trading) or indemnity, or
- (s) give any guarantee, suretyship or indemnity to secure the liability of any person or assume the obligations of any person, or
- (t) appoint any agent or other intermediary to conduct any of the Company's business, or
- (u) institute, settle or compromise any legal proceedings (other

than debt recovery proceedings in the ordinary course of business) instituted or threatened against the Company or submit to arbitration or alternative dispute resolution any dispute involving the Company, or

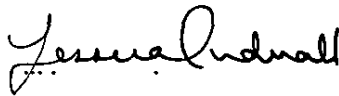
- (v) enter into any arrangement, contract or transaction other than in the ordinary course of its business and/or with a value exceeding £2,000

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolutions**)

The undersigned, being a person entitled to vote on the Resolutions on 2 October ~~September~~ 2015, hereby irrevocably agrees to the Resolutions

Signed by Jessica Lindvall



Date 2 October ~~September~~ 2015

Signed by Zeljko Vrabec



Date 2 October ~~September~~ 2015

NOTES

1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods

By hand delivering the signed copy to Caroline Sielle of Child & Child at 4 Grosvenor Place, London, SW1X 7HJ.

Post returning the signed copy by post to Caroline Sielle of Child & Child at 4 Grosvenor Place, London, SW1X 7HJ

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to carolinesielle@childandchild.co.uk Please enter "12 Lisgar Written Resolution" in the e-mail subject box

You may not indicate your agreement to the Resolutions by any other method

If you do not agree to all of the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by 31 December 2015, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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.