

Company Number: 09778511

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of



BASS REAL ESTATE NO. 17 LIMITED

(the "Company")

Circulation Date – 13 April 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

THAT the Company's articles of association be amended by the insertion of a new article 26A immediately after the existing article 26 as follows:-

"Notwithstanding any other provision of these articles, the directors shall not decline to register or delay in registering any transfer of any share where such transfer is:-

- (i) to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or
- (ii) delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares; or
- (iii) executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith upon receipt register any such transfer of shares."

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolution.

The undersigned was at the time the Resolution was circulated entitled to vote on, and irrevocably agrees to, the Resolution.

For and on behalf of
Bass Real Estate Limited

13 April 2017
Date



S66AJI0Y
SCT 12/05/2017 #161
COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - **By Hand:** delivering the signed copy to the Company Secretary at 6 Stratton Street, London W1J 8LD;
 - **Post:** returning the signed copy by post to the Company Secretary at 6 Stratton Street, London W1J 8LD; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Pamela.Gilmour@pinsentmasons.com. Please enter "Written resolutions dated 13 April 2017" in the e-mail subject box.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - **By Hand:** delivering the signed copy to the Company Secretary at 6 Stratton Street, London W1J 8LD;
 - **Post:** returning the signed copy by post to the Company Secretary at 6 Stratton Street, London W1J 8LD; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Pamela.Gilmour@pinsentmasons.com. Please enter "Written resolutions dated 13 April 2017" in the e-mail subject box.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.