

Company number: 10065471

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Live Life Residences Limited

("the Company")

Circulation date: *30 March* 2016

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 special resolution ("the Resolution").

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting the words "Subject to article 26.6" at the beginning of article 26.5 and by inserting the following provisions after article 26.5 as new articles 26.6 and 26.7:

26.6: "Notwithstanding anything contained in these articles the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:

(a) to a lender, a bank or institution, or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any transferee of such a lender, bank, institution or agent and/or trustee (in each case, a "secured person"); or

(b) delivered to the Company for registration by a secured person or its nominee in order to register the secured person as legal owner of the shares or in order to transfer the shares to a third party; or

(c) is executed by a secured person or its nominee pursuant to the power of sale or other power under such security.

26.7: Notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a secured person or its nominee and no secured person or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer referred to in article 26.6 to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not."




AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 30 March 2016, hereby irrevocably agrees to the Resolution:

Northumberland Capital Limited
(registered number 120881)
acting by


RICHARD JOHN CHARLES FAGAN
For and on behalf of
VOLAW CORPORATE
DIRECTOR ONE LIMITED
Director

Date: 30 March 2016

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 Brecher 4th Floor 64 North Row London W1K 7DA
- **Post:** returning the signed copy by post to Brecher 4th Floor 64 North Row London W1K 7DA

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.

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

3. Unless, by 28 days from the circulation date above, 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.

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.