

WRITTEN RESOLUTIONS OF SHAREHOLDERS

Registered No. 10768770

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

The Office Group Holdings Limited

(the "Company")

SPECIAL WRITTEN RESOLUTIONS OF MEMBERS



A12 *A7JR7VEG* #312
29/11/2018
COMPANIES HOUSE

We hereby certify this
to be a true copy of the
original.
Signed Clifford Chance LLP
Clifford Chance
Limited Liability Partnership
10 Upper Bank Street
London E14 5JJ

WE the undersigned, being all of the eligible members of the Company who would at the circulation date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, do hereby in accordance with the provisions of Section 288 of the Companies Act 2006 pass the following resolutions in writing:

IT IS HEREBY UNANIMOUSLY RESOLVED THAT:

1. Each of the documents listed in the attached Schedule (each a "Document") to which the Company is expressed to be a party are in the best interests, and to the benefit, of the Company and are hereby approved and the Company be and is hereby authorised to enter into the Documents and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by any Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents;

2. The Company's Articles of Association be and are hereby amended by the insertion of a new paragraph to be added to Clause 6 (*Transfer of shares*), namely:

"Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof, where such transfer is:

- a. to a bank or financial institution or to a trust fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets or to an affiliate therefore (any such entity a Financial Institution) or an agent or trustee of any Financial Institution where a security interest has been or is purported to be granted over those shares that benefits a Financial Institution; or
- b. executed by a Financial Institution to which such shares have been mortgaged or charged by way of security, or by any nominee of such a Financial Institution, pursuant to a power of sale under such security, or
- c. executed by an administrator, receiver or manager or similar entity appointed by or on behalf of any such Financial Institution under any such security,

and a certificate by any officer of such Financial Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

Unless expressly defined in this written resolution, terms defined in the Facility Agreement have the same meaning in this written resolution.

This written resolution will come into effect on the date on which all members of the Company entitled to vote on the resolution on its circulation date sign this written resolution.

This written resolution may be executed in any number of counterparts, and this shall have the same effect as if the signatures on the counterparts were on a single copy of this written resolution.

on behalf of TOG UK Pledgeco Ltd
Date: 8 November 2018

A handwritten signature in black ink, appearing to be 'Allu' followed by a long horizontal stroke.

Notes:

- (a) The circulation date of these resolutions is 8 November 2018. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
- (b) An eligible member can signify his or her agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company Secretary.
- (c) These resolutions must be passed by 6 December 2018. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
- (d) A copy of these resolutions has been sent to the auditors.

SCHEDULE DOCUMENTS

- 1 the Senior Facility Agreement,
- 2 the Mezzanine Facility Agreement;
- 3 the intercreditor agreement between the Company, TOG UK Mezzco Limited, the Common Security Agent, the Lenders and the Mezzanine Lender;
- 4 the arrangement fee letter between the Company and BNP Paribas, London Branch as Mandated Lead Arranger under the Senior Facility Agreement;
- 5 the common security agent fee letter between the Company and the Common Security Agent;
- 6 the senior facility agent fee letter between the Company and the Facility Agent;
- 7 the senior prepayment fee letter between the Company and the Facility Agent;
- 8 the senior margin letter between the Company and the Facility Agent;
- 9 the reports side letter between, amongst others, the Company, the Facility Agent, the Mezzanine Facility Agent and The Blackstone Group International Partners LLP;
- 10 the subordination agreement between, amongst others, the Company and the Common Security Agent; and
- 11 the security agreement between, amongst others, the Company and the Common Security Agent.