

Company Number: 11069278

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS OF

CANNOCK DESIGNER OUTLET (NOMINEE 1) LIMITED

(the Company)

Circulated on 7 June 2018

We, the undersigned, being the sole member of the Company and having read the information for members provided below, RESOLVE and AGREE that the following resolutions, proposed by the directors of the Company, be passed as written resolutions and have effect as an special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (2006 Act):

Special Resolutions

1. **That** the amendments to the articles of association of the Company are hereby approved.
2. **That** the articles of association of the Company shall be amended as follows:
 - (a) the following paragraph (4) shall be added to article 32 (*Company's lien over shares*) of the articles of association of the Company:
 - 'Notwithstanding anything to the contrary in these Articles of Association, Article 32(1) will not apply where the shares are the subject of security that benefits:
 - (a) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits a Financial Institution; and/or
 - (b) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity pursuant to powers granted to it under the Security.'
 - (b) the following paragraph (6) shall be added to article 43 (*Share transfer*) of the articles of association of the Company:
 - 'Notwithstanding anything to the contrary in these Articles of Association, provisions of Article 43(5) will not apply and the directors of the company will register any transfer of shares and may not suspend registration of such shares where such transfer:
 - (a) is to:



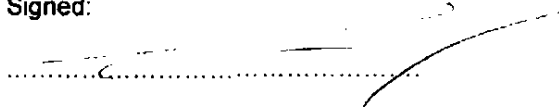
- (i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits a Financial Institution; and/or
 - (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security; and
- (c) is delivered to the company for registration in order to perfect or protect any Security of a Financial institution; or
- (d) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.'

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution stated above.

We, the undersigned, being the sole member of the Company, hereby irrevocably agree to the resolutions stated above:

Signed:

A handwritten signature in black ink, appearing to read 'GARY BOND', is written over a dotted line.

By **GARY BOND**

For and on behalf of Cannock Designer Outlet (GP) Limited

On 12 JUNE 2018

Information for Members

1. You have the option to agree to all of the resolutions set out above or none of them. You cannot agree to some of the resolutions but not others. If you agree to all of the resolutions, you must signify your agreement by signing and dating this document (in the space provided above) and returning this document to the Company.

Your agreement, once signified, cannot be revoked.
2. 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.
3. The resolution will lapse if the required majority of eligible members have not signified their agreement to them within the period of 28 days beginning with the circulation date. Your agreement to the resolution will not be effective if it is signified after that time. If you agree to the resolution, please ensure that your signed and dated document reaches us before then.
4. 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.