
Company Name: **TLD (LANDMARK COURT) LIMITED** (the "Company")

Company Number: **11104333**

WRITTEN RESOLUTION

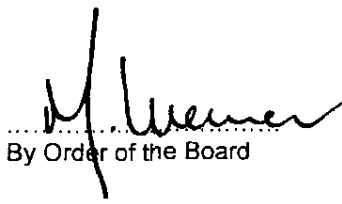
proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 22 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions contained on **PAGE 2** of this document be passed as a special resolution within the meaning of section 283 of the Act (the "Resolution").

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolution.

Dated: 22 December 2017


By Order of the Board

Registered Office: 7a Howick Place
London
United Kingdom
SW1P 1DZ

TUESDAY



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COMPANIES HOUSE

SPECIAL RESOLUTION

- 1 **THAT** the directors are authorised (generally and unconditionally), and in accordance with section 551 of the Companies Act 2006 and article 35 of the articles of association of the Company to allot one B Ordinary Share of £1.00 in the capital of the Company, which shall rank pari passu with the existing Ordinary Shares of £1.00 each and have the same rights as such Ordinary Shares provided that such B Ordinary Share shall have;

- (a) no right to receive notice of, attend or vote at general meetings;
- (b) no right to receive dividends or other distributions;
- (c) no right to a return of capital on winding up, except for a return of the nominal value paid up on the B Ordinary Share,

provided that this authority expire (unless previously varied as to duration or renewed by ordinary resolution of the Company) on the first anniversary of the date on which this resolution is passed, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired), and apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in addition to all or any existing authorities to allot shares and to grant rights to subscribe for, or convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 of the Companies Act 2006, to the extent they are unused.

IMPORTANT NOTES

- 1 If you agree with the Resolution contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company.
- 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 the period of 28 days beginning with the circulation date of this Written Resolution), sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the Resolution set out on **PAGE 2**.*

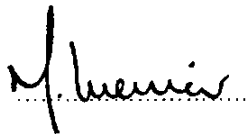
The undersigned, being the eligible members of the Company entitled to vote on the Resolution contained on **PAGE 2** of this document on 22 DECEMBER 2017, hereby irrevocably agree to the Resolution.

Name of Shareholder

Signature

Date

U AND I GROUP PLC
(CRN: 01528784)



22 DECEMBER 2017

**Authorised signatory for
and on behalf of U AND I GROUP PLC**
