

Company No: 11433798

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
GEMINI HOLDCO 3 LIMITED
(THE “COMPANY”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the “Resolution”).

Special Resolution

THAT:

- (A) the issued share capital of the Company be reduced from £28 divided into 28 ordinary shares of £1.00 each to £1.00 divided into 1 ordinary share of £1.00 by the cancellation of 27 ordinary shares of £1.00 each;
- (B) the amount of £156,164,419.82 standing to the credit of the share premium account of the Company as at the date of the resolution be cancelled; and
- (C) the capital derived from the reduction and cancellations described in paragraphs (A) – (B) above by the Company be released into the distributable reserve account of the Company.

Statutory Statement regarding signifying agreement and date by which resolution must be passed

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

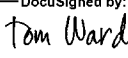
The undersigned, the person entitled to vote on the above resolution on 12 June 2023, hereby irrevocably agrees to the Resolution.

[Signature page follows]

Signed by **Tom Ward**

for and
on behalf of
Gemini Student Living Limited

Date

DocuSigned by:


C382583CB300469

12 June 2023

Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods:
 - **Electronically:** Details will be sent by email from DocuSign, just follow the instructions given.
 - **By Hand:** delivering the signed copy to Link Company Matters Limited, 6th Floor, 65 Gresham Street, London, United Kingdom EC2V 7NQ.
 - **Post:** returning the signed copy by post to Link Company Matters Limited, 6th Floor, 65 Gresham Street, London, United Kingdom EC2V 7NQ.
 - **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to [ScapeLiving@linkgroup.co.uk].

If you do not agree with 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. Pursuant to the Companies Act 2006, unless, by the end of the period of 28 days beginning with the circulation date set out 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. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after 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.