

**BRENTFORD WATERSIDE NOMINEE 2 LTD (THE "COMPANY")**  
**COMPANY NUMBER 11783385**

**PRINT OF WRITTEN RESOLUTION OF THE COMPANY**  
**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**  
**PASSED ON 23<sup>rd</sup> Decmbr 2019**

The following written resolutions having been duly proposed by the directors of the Company was duly passed by the Company as a special resolutions.

1. **THAT** none of David Nicholas Pearson, John Martin Mulryan and Sean Martin Mulryan who are also directors of the General Partner, Ballymore Brentford Waterside Partner Ltd & Brentford Waterside Nominee 1 Ltd shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the General Partner, Ballymore Brentford Waterside Partner Ltd & Brentford Waterside Nominee 1 Ltd entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby.
2. **THAT** the giving of the guarantee by the Company under the Facility Agreement, and the granting of security under Security Agreement and the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents will promote the success of the Company for the benefit of its members as a whole.
3. **THAT** the articles of association of the Company be amended by inserting a new article 15 as follows:  
  
"Notwithstanding any other provision of these Articles, where any mortgage, charge or other security interest ("**Security**") has been granted to any person (a "**Security Holder**") by any shareholder, the directors shall not decline to register any duly executed (and stamped if necessary) transfer of shares registered in the name of that shareholder if such transfer:  
  
A. is executed by that shareholder in favour of any person; or  
B. is executed by the Security Holder, or by any receiver or nominee appointed by the Security Holder pursuant to the Security, in favour of any person."
4. **THAT** the articles of association of the Company be amended by inserting a new article 3.5 as follows:  
  
"Notwithstanding anything contained in these articles, the Directors may not exercise its right of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Party".

Signed .....  
Director/~~Secretary~~  
for and on behalf of Brentford Waterside Nominee 2 Ltd

WEDNESDAY

