

Company Number: 11903745

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

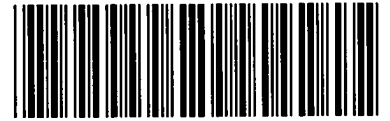
of

EMPIRE PROPERTY GROUP HOLDINGS LIMITED

(the "Company")

Circulation Date: 7 August 2020

SATURDAY



A09 *A9BGYLNK* 15/08/2020 #109
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company propose that resolutions 1 to 5 below are passed as ordinary resolutions of the Company and resolution 6 is passed as a special resolution (each a "**Resolution**" and together the "**Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT** the execution, delivery and performance by the Company of those documents listed in the Appendix to which it is a party (the "**Documents**") (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved.
2. **THAT** the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Documents as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association, circulated on or before the date hereof, or any personal interest of any of the Company's directors.
3. **THAT** the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association.
4. **THAT** to the extent that any Document has been executed and/or delivered by any person prior to the date of these Resolutions, such execution and/or deliver by such person on behalf of the Company is hereby ratified.
5. **THAT** in accordance with section 551 of the CA 2006, the directors of the Company be unconditionally authorised to allot 1 B ordinary share of £0.10 in the capital of the Company having the rights and subject to the restrictions set out in the articles adopted pursuant to resolution 6. Unless renewed, varied or revoked by the Company, this authority shall expire on 31 December 2020.

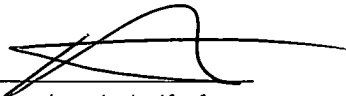
SPECIAL RESOLUTION

6. **THAT** the regulations contained in the printed document attached hereto be and hereby are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions.

The undersigned were at the time the Resolutions were circulated entitled to vote on, and irrevocably agree to, the Resolutions.


For and on behalf of
PAUL TIMOTHY ROTHWELL

7 August 2020
Date

APPENDIX 1

THE DOCUMENTS

Document	Parties
Facility Agreement Accession Deed	RS Lender III, S.À R.L
	Empire HMO Properties Limited
	Empire Property Group Holdings Limited
Deed of Amendment to the Facility Agreement	Empire Property Group Holdings Limited
	RS Lender III, S.À R.L
Supplemental Debenture	Empire HMO Properties Limited
	Empire Property Group Holdings Limited
	RS Lender III, S.À R.L
Sub-ordinated Creditor Accession Agreement	Empire HMO Properties Limited
	RS Lender III, S.À R.L
Sub-ordinated Debtor Accession Deed	Empire HMO Properties Limited
	Empire Property Group Holdings Limited
	RS Lender III, S.À R.L
Deed of Release	Empire Property Concepts Limited
	Empire Property Group Holdings Limited
	RS Lender III, S.À R.L

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - **By Hand:** delivering the signed copy to Paul Goel at Keebles LLP at 14 Prince's Street, Doncaster, DN1 3NJ;
 - **Post:** returning the signed copy by post to Paul Goel at Keebles LLP at 14 Prince's Street, Doncaster, DN1 3NJ; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to paul.goel@keebles.com. Please enter "Written resolutions dated 2020 in the e-mail subject box.
2. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.