

WRITTEN RESOLUTION OF THE SOLE MEMBER OF LADYWELL HOUSE LIMITED (the "Company")
COMPANY NUMBER SC457791
PRIVATE COMPANY LIMITED BY SHARES

2 December 2013 (the "Circulation Date")

THURSDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution (the "Special Resolution").

SPECIAL RESOLUTION

1. That the articles of association of the Company (the "Articles of Association") be altered by the insertion of the following new article 26A headed "Transfers in security" as approved and shall be read as follows:

"Transfers in security"

26A. Notwithstanding anything contained in these articles or anything to the contrary contained in the Companies Acts (as amended from time to time):

(1) Any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on transfer of shares contained in these articles or otherwise shall not apply to; and

(2) the directors shall not for any reason decline to register, nor suspend the registration of, any transfer of shares where such transfer is:

(a) in favour of any person, any bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares are being transferred by way of security, or

(b) duly executed by a receiver appointed by a person, bank or institution pursuant to any security document which creates any security interest over such shares, or

(c) duly executed by any person, bank or institution (or by agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares have been transferred by way of security pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.


Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this article."

AGREEMENT

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

The undersigned, the sole shareholder entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution:

Signed by:

Signature of director/authorised signatory	
Print Name	R J S TICE
For and on behalf of	CLS UK Properties PLC
Date	2 December 2013

NOTES

- You can choose to agree to the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Travers Smith LLP, 10 Snow Hill, London EC1A 2AL.
 - Post: returning the signed copy by post for the attention of Barry Newman or Peter Hughes.

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.
- Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 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.