THE COMPANIES ACT 2006

JACKSON-STOPS & STAFF (COUNTRY HOUSES) LIMITED

Registered number: 02749594

(the "Company")

WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following special resolutions by way of a written resolution (the "**Resolutions**"):

THAT: the articles of association of the Company be amended by deleting existing Article 16.11.

THAT: the articles of association of the Company be amended by inserting new Article 38 as follows:

"

TRANSFER OF SHARES – SECURED INSTITUTIONS

38.1 Notwithstanding anything contained in these articles or otherwise, the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:

38.1.1 in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) (a "**Financial Institution**") to which or whom such shares are being transferred by way of security or in favour of a purchaser of such shares (a "**Purchaser**") pursuant to the enforcement of such security (whether such Financial Institution or Purchaser is acting as agent, trustee or otherwise);
38.1.2 duly executed by a Financial Institution or Purchaser to which or whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale or other power under any security document which creates any security interest over such shares;
38.1.3 delivered to the company for registration by a Financial Institution in order to perfect its security over such shares or by a Purchaser of shares which are to be transferred as aforesaid; and/or
38.1.4 duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares.

38.2 Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or which are transferred in accordance with the provisions of this Article.

38.3 A certificate executed by, in the case of Articles 38.1.1, 38.1.3 and 38.2 above, the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, certifying that the aforementioned shares are or are to be subject to such security, shall be conclusive evidence of such a fact.

38.4 A certificate executed by, in the case of Article 38.1.2 above, the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, and in the case of Article 38.1.4 above the receiver appointed as above, certifying that such transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

38.5 For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."

AGREEMENT:

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

The undersigned, a person entitled to vote on the above Resolutions on 30 March 2021 hereby irrevocably agrees to the Resolutions.

DocuSigned by:

Ashwin Kashyap

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for and on behalf of
JSS (London Residential) Limited

Date: 30 March 2021

NOTES:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Paul Hastings (Europe) LLP acting on behalf of the Company.

   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.

2. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.

3. Unless sufficient agreement has been received within 28 days from the date of this written resolution, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.