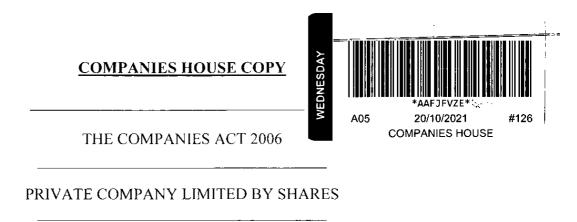
Company Number: 05591382



## WRITTEN RESOLUTION

of

## NOTONTHEHIGHSTREET ENTERPRISES LTD

(the "Company")

rsuant to Ch	apter 2	of Part 13 of the	Companies Act 20
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By a written resolution of the sole member of the Company made on the above date pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following resolutions, to have effect as special resolutions, were passed as if the same had been duly agreed and passed by the Company in general meeting:

## **Special Resolution**

- 4. THAT the share capital of the Company be reduced by cancelling and extinguishing the following shares of the Company (which are all held by Upminster Bidco Limited):
  - i) 230,041 A1 Ordinary Shares of £0.01 each;
  - j) 708,821 A2 Ordinary Shares of £0.01 each;
  - k) 522,901 B Ordinary Shares of £0.01 each;
  - 1) 779,390 Deferred Shares of £0.01 each;
  - m) 1,036,108 Series E Preferred Shares of £0.01 each;
  - n) 238,278 Z3A Shares of £0.01 each;

Company Number: 05591382

- o) 238,278 Z3B Shares of £0.04 each; and
- p) 197,554 Z4 Shares of £0.01 each,

and the amount by which the share capital is so reduced be credited to a reserve.

- 5. THAT the share premium account of the Company be reduced by £35,221,767.05 from £35,221,767.05 to £0.00 and the proceeds be credited to a reserve.
- 6. THAT the articles of association attached to these resolutions and marked as Exhibit A for the purposes of identification (the "New Articles"), be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

[Exhibit A follows the signature page]