

**The Companies Act 2006**

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**Private Company Limited by Shares**

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**Written Resolution**

of

**5A Property Holdings Limited (the "Company")**

Pursuant to Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company have proposed that the resolution below is passed by the sole member of the Company.

We, the undersigned, being the sole members entitled as at 2 August 2017, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolutions be passed as written resolutions of the Company:

**Special Resolution**

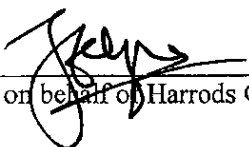
1. **THAT** the Company be wound up voluntarily by its members under section 84(1)(b) of the Insolvency Act 1986.
2. **THAT** the Joint Liquidators be authorised to make division and distribution of any remaining asset of the Company to the members in the specie, should the members so request, and to determine how such divisions shall be carried out as between the members.

**Ordinary Resolutions**

In each case subject to the passing of the special resolution numbered 1 above,

3. **THAT** Andrew Johnson and Simon Kirkhope, both of FTI Consulting LLP, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD (together, the "**Joint Liquidators**") be appointed liquidators of the Company for the purpose of such winding up.
4. **THAT** the basis of the remuneration of the Joint Liquidators for dealing with the matters arising in the liquidation will be based on a fixed fee of £7,500 plus VAT.
5. **THAT** any act required or authorised under any enactment to be done by the liquidator is to be done by both or any one of the persons for the time being holding the office in question.

Date of circulation: 2 August 2017

  
For and on behalf of Harrods Group (Holding) Limited

Date of signature: 2 August 2017

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**Notes:**

1. If you agree with the Resolution, 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 Dan Webster at 87-135 Brompton Road, Knightsbridge, London SW1X 7XL.
  - **By Post:** returning the signed copy by post to Dan Webster at 87-135 Brompton Road, Knightsbridge, London SW1X 7XL.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Dan.Webster@harrods.com.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Unless, by (and including) 29 August 2017 (other than where the articles of the Company prescribe otherwise, in which case the articles of association of the Company shall prevail), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
3. Once given, your agreement to the Resolution may not be revoked.
4. 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.
5. 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.