

Company No. 6795079

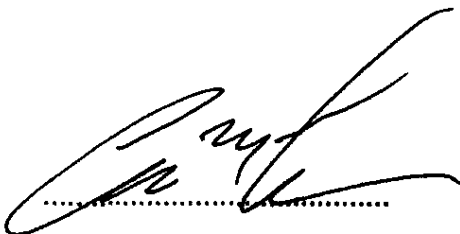
Colliers EMEA Limited (the "Company")

Memorandum of Agreement of the Joint Sole Members of Colliers EMEA Limited as an Alternative to Passing a Special Resolution

The following was agreed to by the joint sole members of the Company on **28 AUGUST** 2017, in accordance with the common law principle of decision-making by members by way of informal unanimous consent (the Re Duomatic principle) preserved by section 281(4) Companies Act 2006, as an alternative to passing a special resolution:

That the articles of association of the Company be amended by:

- (a) deleting the wording of article 1 and replacing with the following: "Regulations 8, 24, 40, 64, 76 to 79 inclusive, 89, 94 to 97 inclusive and 118 shall not apply to the Company but otherwise the regulations contained in Table A shall apply subject to the modifications and additions made by these Articles.";
- (b) adding a new article 19A as follows: "There shall be no maximum number of Directors and the minimum number of Directors shall be one.";
- (c) deleting the second sentence of article 26 and replacing it with the following: "For so long as there is more than one Director the quorum for the transaction of the business of the directors shall be two."; and
- (d) adding a new article 26A as follows: "If there is only one Director he may exercise all the powers and authorities vested in the directors by these Articles.".



Director

