

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
SEVEN CAPITAL (JQ) LTD
(the Company)
Company number 08944277

THURSDAY



Circulation Date: 19 April

2018

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

SPECIAL RESOLUTION

THAT the articles of association be amended as follows:

Article	Amendment
1.1	Insert the following definitions in alphabetical order: " B Security Holder a B Shareholder or its Associate which has the benefit of any Encumbrance over any of the assets of the Company B Shareholder a member holding B Shares Encumbrance any interest (including any right to acquire, option or right of pre-emption) or any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention, covenant or any other security agreement or arrangement Enforceable Period has the meaning given in Article 28.3;"
17	Deleted 17.2 and 17.3 inclusive and renumber articles 17.4 to 17.9 as 17.2 to 17.7
28	Delete article 28 and replace with the following articles 28.1 to 28.4: 28.1 "Each member shall be entitled to receive notice of and attend and vote at any general meeting of the Company and, subject to Article 28.3 each member shall have one vote (whether on a show of hands or a poll) for every Share held by him. 28.2 On a written resolution, subject to Article 28.3, every member holding A Shares or B Shares as at the time on which the first copy of the resolution is sent or submitted to such member in accordance with Chapter 2 of Part 13 of the CA 2006, will have one vote for every A Share or B Share of which he is the holder; 28.3 When and for such time as any Encumbrance which a B Security Holder has the benefit of shall have become and remain enforceable in accordance with its terms (Enforceable Period) (and irrespective of any agreement made between such B Security Holder and any other holder of security over any asset of the Company), the B Shares then in issue shall confer on the holders of them (as a class) 100% of the votes to be cast at a general meeting of the Company (whether on a show of hands or a poll) or in respect of a written resolution of the members and the A Shares shall not entitle the holders of them to attend or vote at a general meeting of the Company or vote in respect of a written

	<p>resolution of the members during such Enforceable Period.</p> <p>28.4 No member shall vote at any general meeting, either in person or by proxy, in respect of any Share held by him unless all moneys presently payable by him in respect of that Share have been paid."</p>
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the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

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


The undersigned, being the members entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution:

.....
Director, for and on behalf of
HA Properties Limited

Date: **2018**

.....
Director, for and on behalf of
Hutton Group Limited

Date: **2018**


.....
Director, for and on behalf of
Seven Capital Plc

Date: 19 April **2018**

NOTES:

1. If you agree to the resolution, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to a director of the Company
 - **Post:** returning the signed copy by post to a director of the Company at the registered office address
2. **By Email:** delivering the signed copy by email to bal@sevenscapital.com
3. 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.
4. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
5. The resolution set out above will lapse if the required majority of eligible members have not signified their agreement within 28 days of the Circulation Date. If you agree to the resolution please ensure that your agreement reaches us before that date.

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PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
SEVEN CAPITAL (JQ) LTD
(the Company)
Company number 08944277

Circulation Date: 19 April 2018

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Article	Amendment
1.1	<p>Insert the following definitions in alphabetical order:</p> <p>"B Security Holder a B Shareholder or its Associate which has the benefit of any Encumbrance over any of the assets of the Company</p> <p>B Shareholder a member holding B Shares</p> <p>Encumbrance any interest (including any right to acquire, option or right of pre-emption) or any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention, covenant or any other security agreement or arrangement</p> <p>Enforceable Period has the meaning given in Article 28.3;"</p>
17	<p>Deleted 17.2 and 17.3 inclusive and renumber articles 17.4 to 17.9 as 17.2 to 17.7</p>
28	<p>Delete article 28 and replace with the following articles 28.1 to 28.4:</p> <p>28.1 "Each member shall be entitled to receive notice of and attend and vote at any general meeting of the Company and, subject to Article 28.3 each member shall have one vote (whether on a show of hands or a poll) for every Share held by him.</p> <p>28.2 On a written resolution, subject to Article 28.3, every member holding A Shares or B Shares as at the time on which the first copy of the resolution is sent or submitted to such member in accordance with Chapter 2 of Part 13 of the CA 2006, will have one vote for every A Share or B Share of which he is the holder;</p> <p>28.3 When and for such time as any Encumbrance which a B Security Holder has the benefit of shall have become and remain enforceable in accordance with its terms (Enforceable Period) (and irrespective of any agreement made between such B Security Holder and any other holder of security over any asset of the Company), the B Shares then in issue shall confer on the holders of them (as a class) 100% of the votes to be cast at a general meeting of the Company (whether on a show of hands or a poll) or in respect of a written resolution of the members and the A Shares shall not entitle the holders of them to attend or vote at a general meeting of the Company or vote in respect of a written</p>


	<p>resolution of the members during such Enforceable Period.</p> <p>28.4 No member shall vote at any general meeting, either in person or by proxy, in respect of any Share held by him unless all moneys presently payable by him in respect of that Share have been paid."</p>
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the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

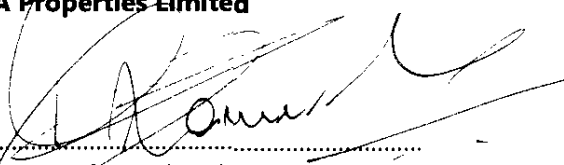
Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being the members entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution:



Director, for and on behalf of
HA Properties Limited

Date: 25 April 2018



Director, for and on behalf of
Hutton Group Limited

Date: 25 April 2018

.....
Director, for and on behalf of
Seven Capital Plc

Date: 2018

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