THE COMPANIES ACT 2006
COMPANY NUMBER 02024573

SPECIAL RESOLUTION
OF
EXTRASPACE INDUSTRIES LIMITED

We, the undersigned, being members of the above named Company entitled at the date of this Resolution to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions which in the case of Resolution 1 shall be passed as a SPECIAL RESOLUTION and which in the case of Resolutions 2 and 3 shall be passed as ORDINARY RESOLUTIONS and we agree that the said Resolutions shall, pursuant to sections 288 to 300 Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTION

1. That the Memorandum and Articles of Association be amended by deletion of clause 5 and replacement thereof with the following:

"5. That the Share Capital of the Company at the date of adoption of this Clause is £1,200 divided into 1,000 Ordinary Shares of £1 each, 100 "B" Redeemable Shares of £1 each and 100 Ordinary C Shares of £1 each. The rights and privileges attaching to the respective classes shall be as follows:-

As regards voting

(a) The holders of the Ordinary Shares shall be entitled to receive notice of, attend and vote at any general meeting of the Company. The holders of the Ordinary Shares shall be entitled to appoint the Chairman at any general meeting of the Company. The holders of the “B” Redeemable Shares shall be entitled to receive notice of and attend any general meeting of the company regarding any matters that relate to the rights of the “B” Redeemable Shares. The holders of the Ordinary C Shares shall be entitled to receive notice of and attend any general meeting of the company regarding any matters that relate to the rights of the Ordinary C Shares. For the absence of doubt “B” Redeemable and Ordinary C Shareholders are not entitled to vote.
As regards income

(b) The directors may at any time resolve to declare a dividend on one or more classes of share and not on one or other classes.

As regards capital

(c) The "B" Redeemable Shares may be redeemed by the Company at any time at its sole discretion in an amount of £1 per share. However, any "B" Redeemable Shares still in issue on 30 September 2017 will be redeemed by the Company on that date in an amount of £1 per share.

(d) On a return of assets on liquidation, reduction of capital or otherwise, other than by redemption of the Redeemable Shares, the surplus assets of the Company remaining after the payment of its liabilities shall be applied:

(i) first in paying the holders of the Ordinary Shares an amount per share equal to the sum paid up or credited as paid up thereon;

(ii) next, and subject to (i) above, in paying the holders of the "B" Redeemable Shares an amount up to the value of £1 per share;

(iii) next and subject to (i) and (ii) above, in paying the holders of the Ordinary C Shares an amount up to the value of £1 per share;

(iv) next and subject to (i), (ii) and (iii) hereof, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up thereon.

ORDINARY RESOLUTIONS

2, That the authorised share capital of the Company be increased from £1,100 to £1,200 by the creation of 100 Ordinary C Shares of £1 each with rights attached as set out in the new Clause 5 of the Memorandum of Association of the Company.

3, That with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 551 of the Companies Act 2006, to allot shares up to a maximum nominal amount of £1,200 and such authority shall permit the Company to make an offer or agreement which would or might require relevant securities to be allotted and the directors may allot relevant securities pursuant to any such offer or agreement.

Signed

Dated 5/5/17