

Registered number: SC299682

**THE COMPANIES ACT 2006**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WICK RETAIL LIMITED

(the "Company")

Circulation date: 13<sup>th</sup> July 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution of the Company.

**Special Resolution**

**THAT**, in accordance with sections 610(4) and 641 of the Companies Act 2006 (the "Act") and with effect from the date of registration by the Registrar of Companies in England and Wales of those documents required to be registered pursuant to section 644(1) of the Act in connection with the reduction of approved under this resolution:

- (A) the issued share capital of the Company be reduced from 10,300,001 ordinary shares of £1 each to 1 ordinary shares of £1 each by the cancellation of 10,300,000 of the issued ordinary shares of £1 each in the Company, each of which is fully paid up;
- (B) the reserve arising from such reduction of issued share capital account be treated by the Company as a realised profit, as permitted by article 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915).

**Agreement**

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



The undersigned, being all the persons entitled, or who are duly authorised on behalf of all the persons entitled, to vote on the above resolution on the circulation date (being the eligible members of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably agree to the resolution.

Signed by: Martin McQuinn  
For and on behalf of: Metric Property Finance 2 Ltd.  
Date: 13th July 2015

Signed by: [Signature]  
For and on behalf of: Metric Property Finance 2 Ltd.  
Date: 13th July 2015

Signed by: V. J. Beresford  
For and on behalf of: Metric Property Finance 2 Ltd.  
Date: 13th July 2015

Signed by: [Signature]  
For and on behalf of: Metric Property Finance 2 Ltd.  
Date: 13th July 2015

## NOTES

2. If you agree to 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 Mr Martin McGann (and marked for his attention) at 1 Curzon Street, London, W1J 5HB.

By post: sending the signed copy by post to Mr Martin McGann (and marked for his attention) at 1 Curzon Street, London W1J 5HB.

By fax: faxing the signed copy to 020 7484 9001 marked for the attention of Mr Martin McGann.

By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to martin.mcgann@londonmetric.com. Please enter "Written resolution dated 13th July 2015" in the e-mail subject box.

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.

3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. Unless, by 5.00 p.m. on the date of the circulation date, 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 the Company before or during this date.
5. 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.
6. 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.