

THE COMPANIES ACT 2006 (S291)

WRITTEN RESOLUTION

- of -

GROSS FINE MANAGEMENT LIMITED

(the "Company")

Company Number: 01365038

PRIVATE COMPANY LIMITED BY SHARES

The Directors of the Company propose by ***Special Resolution*** the following;

Circulation Date: 28th March 2018

Resolution 1

That the issued Share Capital of the Company be reduced from its current level of £21,397.00 comprising 21,397 ordinary shares of £1.00 each (all of which have been fully paid) to £1.00 comprising 1 ordinary share of £1.00 each.

The Undersigned, being as at the circulation date the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the resolution set out above.

Print Alan Inglis _____

Signed _____

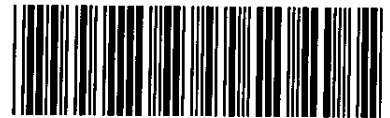
Date

28 March 2018.

Residential Management Group Limited

By its duly authorised representative

SATURDAY



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A22

07/04/2018

#380

COMPANIES HOUSE

STATEMENT in accordance with S291 (4) of Companies Act 2006

In accordance with S291 (4) of Companies Act 2006, the below details how to signify your agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

S296 Procedure for signifying agreement to written resolution;

- 1) A member signifies his agreement to a proposed written resolution when the company receives from them (or from someone acting on their behalf) an authenticated document
 - a) Identifying the resolution to which it relates, and
 - b) Indicating agreement to the resolution
- 2) The document must be sent to the company in hard copy form or in electronic form
- 3) A members agreement to a written resolution, once signed, may not be revoked
- 4) A written resolution is passed when the required majority of eligible members have signified their agreement to it.

S297 Period for agreeing to written resolution

- 1) A proposed written resolution lapses if it is not passed before the end of-
 - a) The period specified for this purpose in the company's articles, or
 - b) If none is specified, the period of 28 days beginning with the circulation date
- 2) The agreement of a member to a written resolution is ineffective if signified after the expiry of that period.

Please complete and sign the enclosed documentation signifying your agreement to the resolution and return to either;

Peter Cook RMG, RMG House, Essex Road, Hoddesdon, Hertfordshire, EN11 0DR

Or electronically to peter.cook@rmguk.com

The resolution must be passed by 25th April 2018 if it is not to lapse.

Gross Fine Management Limited ("the Company")
Company Number: 01365038

Written Resolutions of the Company's directors passed in accordance with the articles of association of the Company

We, the undersigned, being all of the directors of the Company, confirm that prior to time and date of these resolutions we have where required given general notice to the Company of our interests in accordance with section 185 of the Companies Act 2006 ("the Act") and that there is no matter whether under the Company's articles of association, or sections 175 or 177 of the Act or by virtue of our respective positions as directors of the Company or as directors, officers or members of any other company (or body corporate) or otherwise that prohibits us from signing these resolutions and **WE UNANIMOUSLY RESOLVE AS FOLLOWS:**

A. REDUCTION OF CAPITAL

1. THAT the directors consider it a proper use of their powers and appropriate and for the benefit of the Company and its immediate parent company (being the Company's sole registered member) for them to recommend that the Company undertakes a capital reduction ("Capital Reduction") pursuant to the provisions Chapter 10 of Part 17 of the Act to reduce the Company's capital by cancelling the whole of the sum standing to the credit of the share premium account.

2. THAT it be confirmed that, having reviewed the Company's management accounts as at 28 February 2018, the directors are of the view that the Company is solvent as at the date and time of this resolution and, having considered the current state of affairs of the Company and their plans for it, they have each formed the opinion based upon reasonable grounds and having taken into consideration the Company's resources and liabilities (including contingent and / or prospective liabilities) that there is no ground upon which the Company will be unable to pay (or otherwise discharge its debts) as they fall due within the year following the execution of these resolutions.

3. THAT a statement of solvency ("Solvency Statement") required for the purposes of section 643 of the Act in conjunction with the Capital Reduction be supplied to the directors for them as individuals to consider and if deemed appropriate in their opinion to sign.

4. THAT, subject only to the Solvency Statement being approved and signed by all of the Company's directors, written resolutions ("the Written Resolutions") attached to these resolutions (and initialled by the undersigned for the purposes of identification) are approved for circulation (with a copy of the signed Solvency Statement) to the Company's sole member to consider and, if thought fit, approve and pass as special resolutions to:

(a) Authorise the reduction of the company's share capital from its current level of £21,398 comprising 21,398 ordinary shares of £1.00 each (all of which have been fully paid) to £1.00 comprising 1 ordinary share of £1.00 each.

B. ADMINISTRATIVE FORMALITIES

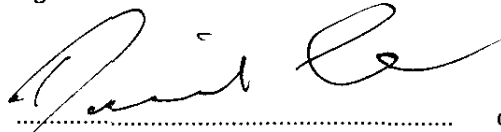
1. THAT it be noted and confirmed that the Capital Reduction will only come into effect upon registration of the requisite documentation by the registrar of companies **AND THAT** subject to all of the directors approving and signing the Solvency Statement and the subsequent approval of the Written Resolutions arrangements be made to file the following documents at Companies House (with the prescribed fee) for registration in connection with the Capital Reduction:

(a) a copy of the Solvency Statement as signed by each of the directors,


- (b) a print of the Written Resolutions stating the date upon which they were passed (signed by any director),
- (c) a statement of compliance required pursuant to section 644 of the Act (signed by all of the directors), and
- (d) statutory Form SH19:statement of capital confirming the capital structure that will prevail upon the Capital Reduction being registered by the registrar of companies and coming into effect (signed by any director).

2. THAT subject to and with effect from the Capital Reduction being registered arrangements be made to effect the requisite entries in the Company's statutory registers and accounting records to reflect the Reduction of Capital by the cancellation of the share premium account in accordance with the terms of the resolutions contained within the Written Resolutions.


Signed:


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David Cowans

dated : 28 March 2018


.....
Alan Inglis

dated : 28 March 2018


.....
Hugh McGeever

dated : 28 March 2018.