

Company No: 09136445

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LONDON LGPS CIV LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution and an ordinary resolution as detailed below.

RESOLUTIONS

As a special resolution:

1. THAT the Articles of Association set out in the document appended to these written resolutions and signed by a director of the Company for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

As an ordinary resolution:

2. THAT, subject to and conditional on the passing of the resolution numbered 1 in the written resolutions of the Company circulated on 11 September 2015, every issued ordinary share of £1 each in the capital of the Company be and is hereby reclassified as an A ordinary share of £1 having the rights and being subject to the restrictions set out in the Articles of Association adopted pursuant to resolution numbered 1 in the written resolutions of the Company circulated on 11 September 2015.

Dated: 11 September 2015

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of Shareholder	Signature	Date of Signature
City of London Corporation
London Borough of Barnet
London Borough of Barking and Dagenham
London Borough of Bexley
London Borough of Brent
London Borough of Camden
London Borough of Croydon
London Borough of Ealing

London Borough of Enfield	.....	.....
London Borough of Hackney	.....	.....
London Borough of Haringey	.....	.....
London Borough of Harrow	.....	.....
London Borough of Hammersmith and Fulham	.....	.....
London Borough of Hounslow	.....	.....
London Borough of Islington	.....	.....
London Borough of Lambeth	.....	.....
London Borough of Lewisham	.....	.....
London Borough of Merton	.....	.....
London Borough of Newham	.....	.....
London Borough of Redbridge	.....	.....
London Borough of Southwark	.....	.....
London Borough of Sutton	.....	.....
London Borough of Tower Hamlets	.....	.....
London Borough of Waltham Forest	.....	.....
London Borough of Richmond upon Thames	.....	.....
London Borough of Greenwich	.....	.....
London Borough of Kensington and Chelsea	.....	.....
London Borough of Kingston upon Thames	.....	.....
Wandsworth London Borough Council	.....	.....
Westminster City Council	.....	.....

Attachments: Draft new articles of association

Copy: Auditors

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways:
 - Sign and return this document to London CIV, 59½ Southwark Street, London SE1 0AL, marked for the attention of Hugh Grover; or

- E-mail the company at hugh.grover@londonciv.org.uk attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated 11 September 2015".

If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. If sufficient agreement is not received by 9 October 2015 then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. 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.
5. 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.

