Declaration of trust

This deed is made on [DATE] by Property Moose Nominee Ltd whose registered office is at 307 Vanilla Factory, Fleet Street, Liverpool L1 4AR (Nominee).

1. Declaration of trust

1.1. The Nominee is the registered owner of the legal title to shares and loan notes listed in the nominee register (the “Register”) held by the Nominee from time to time (which may be held electronically) (the “Shares & Loans”).

1.2. The Nominee declares that it:

   (a) holds the Shares & Loans as nominee and on trust for the beneficial owners listed as the ultimate owners of the Shares & Loans in the Register (the “Beneficial Owners”); and

   (b) it has no beneficial interest in the Shares & Loans.

2. Nominee’s undertakings

2.1. The Nominee undertakes to:

   (a) account to the Beneficial Owners for all dividends, interest, bonuses, distributions or other payments paid to the Nominee in respect of the Shares & Loans;

   (b) exercise as the Beneficial Owners may from time to time direct (but not otherwise) all voting and other rights, powers and privileges attaching to the Shares & Loans or otherwise vested in the Nominee as registered holder of the Shares & Loans;

   (c) notify the Beneficial Owners of any notice, letter or other document received by the Nominee in its capacity as registered holder of the Shares & Loans; and

   (d) transfer the Shares & Loans as the Beneficial Owners direct.

3. Governing law and jurisdiction

This deed and any disputes or claims arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales. Each of the Nominee and the Beneficial Owners agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim arising out of or in connection with this deed or its subject matter or formation (including non-contractual disputes and claims).
Executed as a deed by Property Moose Nominee Limited acting by Darren Schindler, a director and Andrew Gardiner, a director

Darren Schindler
Director

Andrew Gardiner
Director