

Company Number: 02598744

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of

HARLEYFORD LAND ASSETS LIMITED (Company)

Circulation date: 10 November 2021 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (Directors) propose that the resolution at paragraph 1 is passed as a special resolution and the resolutions at paragraphs 2, 3 and 4 are passed as ordinary resolutions (together, the Resolutions):

- 1 THAT the issued share capital of the Company be reduced from £2,349,766 to £100 by cancelling or extinguishing 2,349,666 Ordinary shares of £1 each in the Company, each of which is fully paid up (Reduction of Capital), such that immediately following the Reduction of Capital the Company's issued share capital will be £100 comprising of 100 Ordinary shares of £1 each.
- 2 THAT, subject to the passing of Resolution 1, above, upon the recommendation of the directors of the Company, to declare a dividend in specie on all issued shares of the Company (Shares) of the Company's direct interest in Oakengrove Farm, Henley Road, Marlow, SL7 2DL (title number BM362144) and land on the east side of Oakengrove Farm, Henley Road, Marlow, SL7 2DL (title number BM362852) and land adjacent to Oakengrove Farm, Henley Road, Marlow, SL7 2DX (title number BM273136) (Assets)) which has a book value of £2,750,000 payable to the holder of the Shares, such dividend to be satisfied by the transfer to Harleyford J Holdings Limited of the Assets, as more particularly set out in the draft transfer forms attached to this resolution (Transfer Forms).
- 3 THAT, subject to the passing of Resolution 2 above, the Transfer Forms be approved and the Directors (or any duly authorised committee of the Directors) be authorised to execute and carry the same into effect and to make such non-material amendments to the Transfer Forms or any documents relating thereto as they shall deem necessary or appropriate; and
- 4 THAT, the directors of the Company be and are hereby authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purposes of giving effect to Resolutions 2 and 3 above.

AGREEMENT

The undersigned, persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to all of the Resolutions.

For and on behalf of HARLEYFORD  
J HOLDINGS LIMITED

DocuSigned by:

*Jemma McIntyre*

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10 November 2021

Date:

#### Notes

1. If you agree to the Resolutions, 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 the Company's registered office.
- Post: returning the signed copy by post to Robert Marsh at the Company's registered office.
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [rob.marsh@harleyfordproperties.co.uk](mailto:rob.marsh@harleyfordproperties.co.uk). Please type "Written resolutions dated 2021" in the e-mail subject box.

You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. 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. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date (including the Circulation Date), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.
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.