

Company No: 03127955

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**HEATHCOTE FARMS LIMITED**

**(Company)**

Passed On: 6 February 2023

On 6 February 2023 and pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the following resolutions are duly passed as special resolutions by the members of the Company.

**SPECIAL RESOLUTIONS**

**1. NEW ARTICLES**

**THAT** the draft articles of association attached to this resolution (**New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles.

**2. RE-DESIGNATION OF SHARES**

**2.1 THAT**, subject to the passing of Resolution 1, a proportion of the issued share capital of the Company be re-designated as follows:

- (a) 8,500 ordinary shares of £1.00 each in the capital of the Company held by M M Jones Discretionary Settlement No.1 (**Trust 1**) be re-designated into 8,500 A ordinary shares of £1.00 each in the capital of the Company;
- (b) 3,000 ordinary shares of £1.00 each in the capital of the Company held by Trust 1 be re-designated into 3,000 B ordinary shares of £1.00 each in the capital of the Company;
- (c) 3,000 ordinary shares of £1.00 each in the capital of the Company held by Trust 1 be re-designated into 3,000 C ordinary shares of £1.00 each in the capital of the Company;
- (d) 8,500 ordinary shares of £1.00 each in the capital of the Company held by M M Jones Discretionary Settlement No.2 (**Trust 2**) be re-designated into 8,500 D ordinary shares of £1.00 each in the capital of the Company;

- (e) 3,000 ordinary shares of £1.00 each in the capital of the Company held by Trust 2 be re-designated into 3,000 E ordinary shares of £1.00 each in the capital of the Company; and
  - (f) 3,000 ordinary shares of £1.00 each in the capital of the Company held by Trust 2 be re-designated into 3,000 F ordinary shares of £1.00 each in the capital of the Company,
- each having the rights attaching to them as set out in the New Articles.

Signed: .....  
Chair

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Margaret Jones

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