
WRITTEN RESOLUTIONS OF
FAIRHOLD HOMES (NO.4) LIMITED (THE "COMPANY")
COMPANY NUMBER 03617962

Circulation date: 25 September 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company (the "Directors") propose that Resolution 1, Resolution 2 and Resolution 3 below (together, the "Ordinary Resolutions") each be passed as ordinary resolutions of the sole member of the Company and that Resolution 4 below (the "Special Resolution") be passed as a special resolution of the sole member of the Company (the Ordinary Resolutions and the Special Resolution together being the "Resolutions").

RESOLUTION 1 – AUTHORITY TO ISSUE A NEW CLASS OF SHARES

THAT, conditional upon the Residual Notes Capitalisation Deed (as defined in the restructuring implementation deed to be entered into by, amongst others, the Company, Fernando Parent Limited, Fernando HoldCo Limited, Fernando JSN Plc, Fernando SSN Plc and Fernando PropCo Holdings Limited (the "RID")) being entered into by all of the parties thereto, in accordance with the articles of association of the Company (the "Articles"), the Company be authorised to issue a new class of ordinary shares of £0.00001 each in the capital of the Company, with such rights and restrictions attaching thereto as set out in the Articles.

RESOLUTION 2 – AUTHORITY TO ALLOT

THAT, conditional upon both (a) the Residual Notes Capitalisation Deed (as defined in the RID) being entered into by all of the parties thereto and (b) the passing of Resolution 1, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to exercise any power of the Company to allot ordinary shares of £0.00001 each in the capital of the Company up to an aggregate amount as set out in Tab 20 of the Accounting Spreadsheet (as defined in the RID), provided that this authority shall expire five (5) years after the passing of this resolution unless renewed, varied or revoked by the Company, save that the Directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

RESOLUTION 3 – AUTHORITY TO ALLOT

THAT, conditional upon both (a) the PH Notes Capitalisation Deed (as defined in the RID) being entered into by all of the parties thereto and (b) the passing of Resolution 1, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to exercise any power of the Company to allot ordinary shares of £0.00001 each in the capital of the Company up to an aggregate amount as set out in Tab 21 of the Accounting Spreadsheet (as defined in the RID), provided that this authority shall expire five (5) years after the passing of this resolution unless renewed, varied or revoked by the Company, save that the Directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

RESOLUTION 4 – DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 1, Resolution 2 and Resolution 3 above, and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authorities conferred by Resolution 2 and Resolution 3 as if section 561(1) of the 2006 Act did not apply to any such allotments.

[Signature page follows]



AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **Fernando PropCo Holdings Limited**

By:  (Director)
Name: KARAN PAREKH

Date: 25 September 2020

NOTES

(These notes are not part of the Resolutions.)

1. This document is proposed by the Directors of the Company.
2. This document is sent to the eligible member (i.e. a member entitled to vote on the Resolutions) on the Circulation Date.
3. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by electronic mail to the Company's legal advisers at the following email address: kelvin.mahal@akingump.com.
4. 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.
5. If agreement is not received within 28 days of the Circulation Date of the Resolutions, the Resolutions will lapse.
6. 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.