

THURSDAY



COMPANY NUMBER 04289824

ORDINARY AND SPECIAL RESOLUTIONS

OF

COURTWOOD PROPERTIES LIMITED ("**COMPANY**")

Passed on **22 MARCH** 2018

The following resolutions were duly passed as ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**).

1. **ORDINARY RESOLUTION**

Authority to Allot

THAT, in accordance with section 551 of CA 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £3.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

2. **SPECIAL RESOLUTION**

Creation of a new class of share

THAT, a new class of share is created in the capital of the Company, to be known as Ordinary B shares of £1.00 each.

3. **SPECIAL RESOLUTION**

Amendment of articles of association

THAT, the articles of association of the Company are amended to include the following provisions:

*"7.4 The Company shall have the following classes of share.*

*7.4.1 Ordinary shares of £1.00 each ("**Ordinary Shares**"; and*

7.4.2 Ordinary B shares of £1.00 each ("**B Shares**").

7.5 The Ordinary Shares shall confer on each holder the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Ordinary Share shall carry one vote per share. The Ordinary Shares shall also confer on each holder full dividend and capital distribution rights, but shall not confer any rights of redemption.

7.6 The B Shares shall not confer on the holders any right to receive notice of or to attend, speak or vote at any general meetings of the Company. The B Shares shall confer on each holder full dividend and capital distribution rights, but shall not confer any rights of redemption.

7.7 When a dividend is paid on a class of share, there shall not in consequence be an entitlement for the holders of a different class of share to receive a dividend."

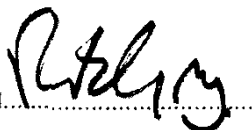
4. **SPECIAL RESOLUTION**

Disapplication of pre-emption rights

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £3.00; and
- (b) expire on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).

Signed.....



Director