

Company Number 04395875

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SPITFIRE BESPOKE HOMES LIMITED (the "Company")

Circulation Date 20 February 2017 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution as follows (the "Resolution"):

SPECIAL RESOLUTION

That the articles of association be amended as follows.

1.1 The following defined terms shall be inserted to Article 1 (Interpretation):

"IM Director" each of Gary Hutton, Timothy Wooldridge, Adrian Clarke and such other directors from time to time that is appointed to the Board at the nomination of IM Properties Plc

"Spitfire Director" each of Richard Bryan, David Jervis and such other directors from time to time that are appointed to the Board at the nomination of Spitfire Property Group Limited

1.2 The following shall be inserted as Article 12.4:

Any documents relating to the sale by the Company of completed homes can be executed on behalf of the Company by any of the IM Directors or the Spitfire Directors. All other documentation requiring execution on behalf of the Company will only be validly executed if signed by (i) any IM Director, or (ii) by a Spitfire Director whose signature must be countersigned by an IM Director. Section 44 of the Act shall apply in addition to this requirement

TUESDAY



A6175U3V

A36

28/02/2017

#70

COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby agree to the Resolution.

Signature for and on behalf of
SPITFIRE PROPERTY GROUP LIMITED

Print name:


Date.

2012/17

Signature for and on behalf of
IM PROPERTIES PLC

Print name:

Date.


 ROBERT CHARLES
 20/02/17

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolutions by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolutions; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company.
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement
- 3 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
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 5 When agreement to the Resolutions has been received from members representing the requisite majority, they will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse
- 6 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.