

Binks Vertical Limited ("the Company")
Company No 04720973

THURSDAY



Written Special Resolution of the Members of the Company

Circulation Date: 25 April 2017

The following special resolution is proposed by the Directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

Special Resolution

That notwithstanding any provisions of the memorandum or articles of association of the Company or any personal interest, the directors (including any single director) of the Company be and are hereby irrevocably empowered and authorised and directed:


1. to execute and deliver to and in favour of Mayfair Development Finance (Sittingbourne) Limited ("Mayfair"):
 - 1.1 a guarantee proposed to be entered into by the Company in respect of all money, obligations and liabilities from time to time due owing or incurred by Binks (Holdings) Limited ("BHL") and/or Binks Executive Homes Limited ("BEH") to Mayfair;
 - 1.2 a legal charge proposed to be given by the Company in favour of Mayfair over:
 - 1.2.1 all that freehold land and buildings on the north side of Birds Royd Lane, Brighouse as registered at the Land Registry under title number WYK756386;
 - 1.2.2 all that freehold property known as 23 Huddersfield Road, Brighouse as registered at the Land Registry under title number WYK328840; and
 - 1.2.3 all that freehold land on the north side of Birds Royd Lane, Brighouse as registered at the Land Registry under title number WYK755263;
 - 1.3 a proposed debenture from the Company in favour of Mayfair; and
 - 1.4 a deed of priority proposed to be entered into between the Company (1), BHL (2), Blakeridge Mill Management Company Limited ("BMMCL") (3), Binks Investments Limited ("BIL") (4), Betterspot Limited ("BL") (5), Binks Developments Limited ("BDL") (6), Mayfair (7) and Business Lending Residential Funding 2 Limited ("BLRF2L") (8);
2. to execute and deliver to and in favour of BLRF2L:
 - 2.1 a proposed debenture from the Company in favour of BLRF2L;
 - 2.2 a legal charge proposed to be given by the Company in favour of BLRF2L over:
 - 2.2.1 all that freehold land and buildings on the north side of Birds Royd Lane, Brighouse as registered at the Land Registry under title number WYK756386;
 - 2.2.2 al that freehold property known as 23 Huddersfield Road, Brighouse as registered at the Land Registry under title number WYK328840; and

- 2.2.3 all that freehold land on the north side of Birds Royd Lane, Brighouse as registered at the Land Registry under title number WYK775263;
- 2.3 guarantees proposed to be entered into by the Company in respect of all money, obligations and liabilities from time to time due, owing or incurred by BHL and BL to BLRF2L; and
- 2.4 a deed of priority proposed to be entered into between the Company (1), BHL (2), BL (3), BMMCL (4), BIL (5), BDL (6), BLRF2L (7) and Mayfair (8).

Dated: 25 April 2017

The notes at the end of this document indicate how you can signify your agreement to the above resolution. Please read those notes.

Each of the undersigned, being a member of the Company entitled to vote on the above resolution on the first date on which this written resolution is sent or submitted to members of the Company, **Hereby Agrees** to the above resolution:



Director, duly authorised for and on behalf of Binks Executive Homes Limited

Date of signature: 25.10.2017

Notes:

1. This written resolution is first sent or submitted to members of the Company on the Circulation Date.
 2. To signify agreement to this written resolution, a member should sign and date it and return it to the Company within 28 days of the Circulation Date using one of the following methods:
 - 2.1 by hand: delivering the signed copy to any director;
 - 2.2 by post: returning the signed copy to the registered office of the Company.
- A member's agreement to this written resolution, once signified, cannot be revoked.
3. This written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the Circulation Date. A member who signs this written resolution and returns it to the Company after the expiry of that period will not be regarded as signifying his agreement to it.
 4. This written resolution will be passed once members representing at least 75% of the total voting rights of the members who would have been entitled to vote on it on the Circulation Date have signified their agreement to it.