

THE COMPANIES ACT 2006
PRIVATE UNLIMITED COMPANY
WRITTEN RESOLUTIONS
OF
PONTCOMBE ESTATES
(the Company)

Circulation Date: 14/9/ 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the Resolutions below are passed as ordinary Resolutions and special Resolutions of the shareholders of the Company.

ORDINARY RESOLUTIONS

1. AUTHORITY TO ALLOT

THAT, subject to the passing of resolution 4 below, the directors of the Company be generally and unconditionally authorised to:

- 1.1 capitalise a sum not exceeding £4.00 standing to the credit of the Company's share premium account, and to apply such sum in paying up in full up to the maximum number of Ordinary D Shares of £1.00 each in the capital of the Company that may be allotted under the authority given by sub-paragraph 1.2 (**Bonus Shares**); and
- 1.2 in accordance with section 551 of the CA 2006, allot and issue, credited as fully paid up, the Bonus Shares to the holders of Ordinary A Shares of £1.00 each in the capital of the Company on the basis of one Bonus Share for every 12,500 Ordinary A Shares of £1.00 each held and recorded in the register of members of the Company at the Circulation Date, and such authority shall for the purposes of section 551 of the CA 2006 expire at the conclusion of the first anniversary of the Circulation Date.

2. RE-DESIGNATION

THAT, 12,500 Ordinary A Shares of £1.00 each in the capital of the Company held by Michael Rossiter and 12,500 Ordinary A Shares of £1.00 each in the capital of the Company held by Susan Warren be re-designated as 25,000 Ordinary C Shares of £1.00 each, such shares having the rights set out in the new articles of association of the Company to be adopted pursuant to resolution 4 below.

The re-designation shall take effect on the date of these resolutions.

SPECIAL RESOLUTIONS

3. REMOVAL OF AUTHORISED SHARE CAPITAL

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in article 5 of the Company's articles of association, which by virtue of section 28 of the CA 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

4. AUTHORITY TO CAPITALISE

THAT, the directors of the Company be permitted to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve in order to pay up new shares in the Company.

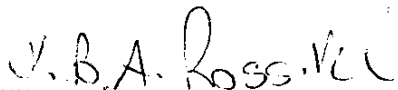
5. NEW ARTICLES OF ASSOCIATION

THAT, the articles of association attached to this resolution be adopted as the new articles of association of the Company in substitution for and to the exclusion of its existing articles, including those provisions which are treated as provisions of the articles by virtue of Section 28 of the CA 2006.

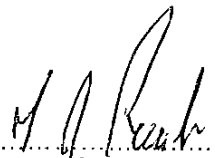
AGREEMENT

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

The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.


Signed by **Karen Bernice Adele Rossiter**



Dated: 14.9.23

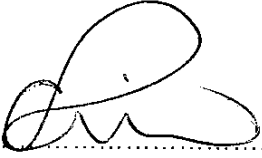
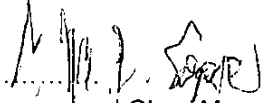

Signed by **Michael John Rossiter**

Dated: 14/9/23


Signed by **Susan Rosalie Warren**

Dated: 14/9/23

  Dated: 14/9/23
Signed by Matthew David Rimmer and Clare Mayo Evelyn Capper
as trustees for and on behalf of the
Rossiter Family Discretionary Trust

  Dated: 14/9/23
Signed by Matthew David Rimmer and Clare Mayo Evelyn Capper
as trustees for and on behalf of the
Warren Family Discretionary Trust

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **Post:** Returning the signed copy by post to a director of the Company at the Company's registered office address.
 - **Email:** By attaching a scanned copy of the signed document to an email and sending it to shital.odedra@howespercival.com or chloe.bristow@howespercival.com.
 - **DocuSign:** By signing this document electronically by DocuSign in accordance with the instructions provided in the DocuSign envelope enclosing these Resolutions.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date which is 28 days after the Circulation Date (beginning with the Circulation Date), sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.
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.