

**Company No: 04992068**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**NORTH EAST PROPERTY PARTNERSHIP LIMITED**

**(the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and the Company's Articles of Association, the directors of the Company propose that the following resolutions are passed as special resolutions as detailed below.

**SPECIAL RESOLUTIONS**

**THAT**, with effect from the passing of this resolution, the articles of association be amended as follows:

1. a new Article 20.4 and Article 20.5 be inserted immediately after Article 20.3 as follows:

"20.4. Articles 20.1 to 20.3 shall not apply to a Relevant Transfer (as defined in Article 20.5.1) and the Company shall not have a lien on any shares that are subject to a mortgage, charge or other security in favour of a Secured Party (as defined in Article 20.5.2).

20.5 In this Article 20:

20.5.1 a "**Relevant Transfer**" means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and

20.5.2 a "**Secured Party**" means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person."

2. a new Article 32.3 be inserted immediately after Article 32.2 as follows:

"32.3. Article 32.1 above shall not apply to a Relevant Transfer (as defined in Article 20.5 above) and the directors shall register any Relevant Transfer promptly upon receipt."



## AGREEMENT

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

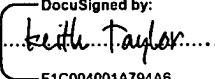
We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

**Name of Shareholder**

**Signature**

**Date of Signature**

UK Land Estates (Partnership)  
Limited (Company No.  
04393103)

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19-03-2021  
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Auditors

## NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement by signing and returning this document to any director of the Company.
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. If sufficient agreement is not received within 28 days of the Circulation Date referred to above, then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
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.