

Company number 05008368

PRIVATE COMPANY LIMITED BY SHARES

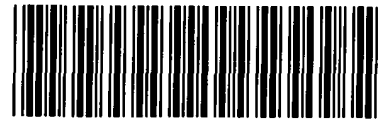
WRITTEN RESOLUTIONS

of

DOWNFIELD HOMES LIMITED (Company)

18th February 2022 (Circulation Date)

TUESDAY



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15/02/2022

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution and resolutions 2, 3, 4 and 5 are passed as ordinary resolutions (**Resolutions**).

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be and are hereby replaced in their entirety with the articles of association annexed hereto (the **New Articles**).

ORDINARY RESOLUTIONS

2. THAT new classes of A, B, C, D, E and F ordinary shares of £0.0001 each are hereby created in the share capital of the Company, having the respective rights set out in the New Articles.
3. THAT the 4 issued ordinary shares of £1.00 each are hereby sub-divided into 40,000 ordinary shares of £0.0001 each.
4. THAT, immediately upon such sub-division, the 40,000 issued ordinary shares of £0.0001 each (as so sub-divided) are hereby re-designated as follows:
 - a. 7,000 ordinary shares of £0.0001 each registered in the name of Catherine Walker, 3,500 ordinary shares of £0.0001 each registered in the name of Alice Ballard and 3,500 ordinary shares of £0.0001 each registered in the name of Tom Walker are re-designated into 7,000, 3,500 and 3,500 A ordinary shares of £0.0001 each respectively, in each case having the rights attaching to A ordinary shares set out in the New Articles;
 - b. 6,500 ordinary shares of £0.0001 each registered in the name of Catherine Walker are re-designated into 6,500 B ordinary shares of £0.0001 each, having the rights attaching to B ordinary shares set out in the New Articles;
 - c. 3,250 ordinary shares of £0.0001 each registered in the name of Alice Ballard are re-designated into 3,250 C ordinary shares of £0.0001 each, having the rights attaching to C ordinary shares set out in the New Articles;
 - d. 3,250 ordinary shares of £0.0001 each registered in the name of Tom Walker are re-designated into 3,250 D ordinary shares of £0.0001 each, having the rights attaching to D ordinary shares set out in the New Articles;

3. Unless, by the date falling 28 days after 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.

4. If you are signing the Resolutions 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 Resolutions.

Company number 05008368

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DOWNFIELD HOMES LIMITED (Company)

18 February 2022 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution (Resolution).

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot, at par, 20,000 F ordinary shares of £0.0001 each to Alice Ballard and 20,000 F ordinary shares of £0.0001 each to Tom Walker, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this Resolution. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.


AGREEMENT

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

The undersigned, each being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

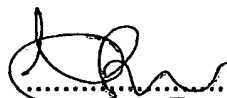
Signed by Catherine Walker

Date


18 February 2022


Signed by Alice Ballard

Date


18 February 2022

Signed by Tom Walker

Date


18 February 2022

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Catherine Walker at the Company's registered office. Alternatively, please send a scanned copy of the completed, signed and dated document by e-mail to daniel.ballard@downfieldhomes.ltd.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. If you are signing the Resolution 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 Resolution.