

Company number: 06424264

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ANDREW GRANGER & CO (LAND & NEW HOMES) LIMITED ("Company")

Circulation Date: 31st March 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed, with resolution 2 being passed as a special resolution (together, "**Resolutions**").

RESOLUTION

1. THAT the terms of an agreement proposed to be made between the (1) Company; and (2) Peter Buckingham & Andrew Granger for the purchase by the Company from Peter Buckingham & Andrew Granger of an aggregate of 62,500 ordinary shares of £1.00 each in the capital of the Company for a total consideration of £62,500 as set out in the contract attached (**Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract.

SPECIAL RESOLUTION

2. THAT, provided sufficient approval is obtained by 7th April 2017, the payment by the Company out of capital of the sum of £60,367 for the purchase of its own shares pursuant to the Purchase Contract be approved. A copy of the directors' statement and auditor's report prepared in connection with the payment out of capital is attached in accordance with section 718 of the Companies Act 2006.

AGREEMENT

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

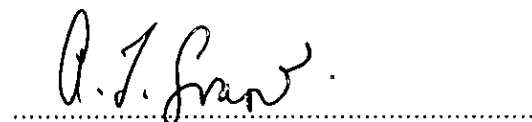
The undersigned, being persons who are entitled to vote on the above Resolutions on 31st March 2017 hereby irrevocably agree to the Resolutions:





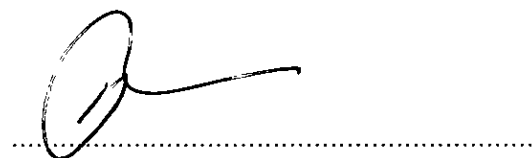
Michael Granger

Date 31st March 2017



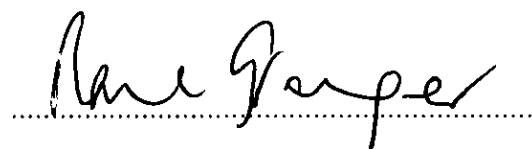
Andrew Granger

Date 31st March 2017



Peter Buckingham

Date 31st March 2017



Rosemary Granger

Date 31st March 2017

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the resolutions. 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 methods:

By Hand. Deliver the signed copy to the Company's registered address

Post. Return the signed copy by post to the Company's registered address.

Email. Attach a scanned copy of the signed document to an email and sending it to james.ireland@irelandandcompany.co.uk.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass by that date which is 28 days from the Circulation Date, they will lapse. Note that, regardless of this lapse date, resolution 2 is conditional on being passed in accordance with section 716 of the Companies Act 2006 which requires this resolution to be passed on or within the week immediately following, the date of the directors' statement. If you agree to these Resolutions, please indicate your agreement and notify us as soon as possible.
4. 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.
5. 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.

Company number: 06424264

ANDREW GRANGER & CO (LAND & NEW HOMES) LIMITED

(the "Company")

**Directors' statement under section 714 of the Companies Act 2006 (CA 2006)
made on 31st March 2017**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 714 of the CA 2006.

As set out in a written resolution circulated on 31st March 2017, the Company proposes to purchase its own shares in accordance with a share buyback agreement to be entered into on or around 31st March 2017 between (1) the Company, (2) Peter Buckingham and Andrew Granger. The amount of the permissible capital payment for the purchase of such shares is £60,367.

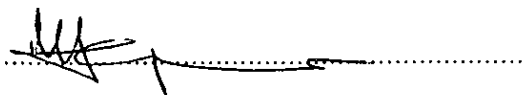
Having made full inquiry into the affairs and prospects of the Company, we have formed the opinion that:

- As regards the Company's initial situation immediately following the date on which the payment out of capital is proposed to be made, having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), there will be no grounds on which the Company could then be found to be unable to pay its debts; and
- As regards the Company's prospects for the year immediately following the date on which the payment out of capital is proposed to be made, having regard to our intentions with respect to the management of the Company's business during that year and the amount and character of the financial resources that will, in our view, be available to the Company during that year, the Company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

The Company's business does not include that of either a banking company or an insurance company.

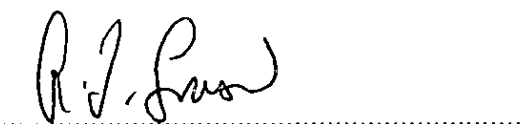
An auditor's report produced by Ireland and Company complying with section 714(6) of the CA 2006 is attached to this statement.

Signed by:



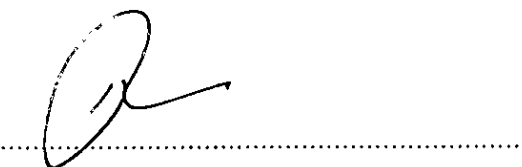
Michael Granger

Date 31st March 2017



Andrew Granger

Date 31st March 2017



Peter Buckingham

Date 31st March 2017

**REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF
ANDREW GRANGER & CO (LAND & NEW HOMES) LIMITED PURSUANT TO
SECTION 714(6) OF THE COMPANIES ACT 2006**

31st March 2017

We report on the attached statement of the directors dated 31st March 2017 prepared pursuant to the Companies Act 2006, in connection with the company's proposed purchase of 62,500 ordinary shares by a payment out of capital.

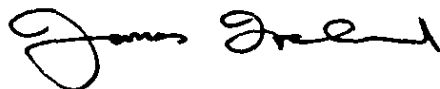
Basis of opinion

We have inquired into the company's state of affairs in order to review the bases for the directors' statement.

Opinion

In our opinion the amount of £60,367 specified in the directors' statement as the permissible capital payment for the shares to be purchased is properly determined in accordance with sections 710 to 712 of the Companies Act 2006.

We are not aware of anything to indicate that the opinion expressed by the directors in their statement as to any of the matters mentioned in section 714(3) of the Companies Act 2006 is unreasonable in all the circumstances.



James Ireland (Statutory Auditor)
For and on behalf of:-
Ireland and Company Ltd
10 Station Street
Kibworth Beauchamp
Leicester
LE8 0LN

Company number: 06424264

ANDREW GRANGER & CO (LAND & NEW HOMES) LIMITED
(the "Company")

**Directors' statement under section 714 of the Companies Act 2006 (CA 2006)
made on 31st March 2017**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 714 of the CA 2006.

As set out in a written resolution circulated on 31st March 2017, the Company proposes to purchase its own shares in accordance with a share buyback agreement to be entered into on or around 31st March 2017 between (1) the Company, (2) Peter Buckingham and Andrew Granger. The amount of the permissible capital payment for the purchase of such shares is £60,367.

Having made full inquiry into the affairs and prospects of the Company, we have formed the opinion that:

- As regards the Company's initial situation immediately following the date on which the payment out of capital is proposed to be made, having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), there will be no grounds on which the Company could then be found to be unable to pay its debts; and
- As regards the Company's prospects for the year immediately following the date on which the payment out of capital is proposed to be made, having regard to our intentions with respect to the management of the Company's business during that year and the amount and character of the financial resources that will, in our view, be available to the Company during that year, the Company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

The Company's business does not include that of either a banking company or an insurance company.

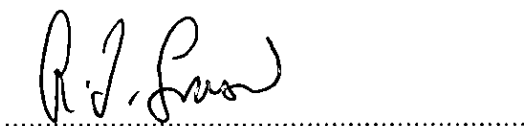
An auditor's report produced by Ireland and Company complying with section 714(6) of the CA 2006 is attached to this statement.

Signed by:



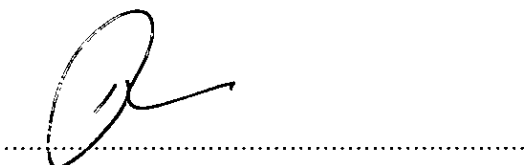
Michael Granger

Date ...31st March 2017.....



Andrew Granger

Date ...31st March 2017.....



Peter Buckingham

Date ...31st March 2017.....

**REPORT OF THE INDEPENDENT AUDITOR TO THE DIRECTORS OF
ANDREW GRANGER & CO (LAND & NEW HOMES) LIMITED PURSUANT TO
SECTION 714(6) OF THE COMPANIES ACT 2006**

31st March 2017

We report on the attached statement of the directors dated 1 prepared pursuant to the Companies Act 2006, in connection with the company's proposed purchase of 62,500 ordinary shares by a payment out of capital.

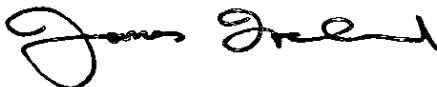
Basis of opinion

We have inquired into the company's state of affairs in order to review the bases for the directors' statement.

Opinion

In our opinion the amount of £60,367 specified in the directors' statement as the permissible capital payment for the shares to be purchased is properly determined in accordance with sections 710 to 712 of the Companies Act 2006.

We are not aware of anything to indicate that the opinion expressed by the directors in their statement as to any of the matters mentioned in section 714(3) of the Companies Act 2006 is unreasonable in all the circumstances.



James Ireland (Statutory Auditor)
For and on behalf of:-
Ireland and Company Ltd
10 Station Street
Kibworth Beauchamp
Leicester
LE8 0LN