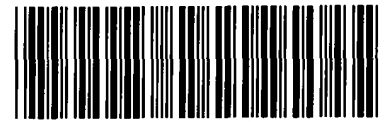


Company number: 07857990

The Companies Act 2006

Private company limited by shares

SATURDAY



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29/08/2020

#151

COMPANIES HOUSE

**Written resolution of HBB Relocation Services Limited (the "Company")**

Passed on August 18<sup>th</sup> 2020

The following resolutions were passed as ordinary resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

**ORDINARY RESOLUTIONS**

- 1 **THAT** the terms of, and the transactions contemplated by a £15,000,000 secured revolving loan facility agreement (the **Facility Agreement**) to be entered into between (1) the Company and (2) Metro Bank Plc (the **Lender**) be hereby approved
- 2 **THAT** the directors of the Company be authorised to execute and deliver a guarantee of all present and future obligations now or in the future owing to the Lender pursuant to:
  - (a) the Facility Agreement;
  - (b) a £10,000,000 secured revolving loan facility agreement to be entered into by (1) HBB Bridging Loans Limited (**HBBBL**) and (2) the Lender; andin such form and substance as may be required with such amendments as the directors may approve (the **Guarantee**).
- 3 **THAT:**
  - 3.1 the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the Guarantee be executed by the Company;
  - 3.2 the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of an Intercreditor Agreement to be entered between the Lender, the Company, HBBBL, HBB Homes Limited, Middleton Enterprises Limited, Diarmad Murray and Regina Brophy, HBB (Thincats Loans Limited, Below Value Limited, HBB Expansion Limited and HBB Funding Limited (the **Intercreditor Agreement**) be executed by the Company; and
  - 3.3 the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Facility Agreement, the Guarantee and the Intercreditor Agreement (the **Documents**) and accordingly, the entry into the Documents is in the best interests of the Company as most likely to promote the success of the Company for the benefit of the members as a whole.
- 4 Any other document required to be executed and or delivered by the Company pursuant to or in connection with the Documents, or considered to be necessary or desirable in connection with the Documents, in accordance with any authority granted for this purpose by the board of directors of the Company be and is hereby authorised and approved and

it is resolved that the Company's entry into and performance of any of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform its obligations pursuant to the Documents is hereby given.

5 **THAT** notwithstanding any personal interest:

5.1 any director of the Company, be authorised to execute and deliver each of the Documents on behalf of the Company, with such amendments thereto as such officer(s) shall in his absolute discretion think necessary or appropriate;

5.2 any director of the Company, be authorised to execute and do all such acts, deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith

A handwritten signature in black ink, appearing to read 'Meen', is written over a horizontal dotted line.

**Director**