

COAST & COUNTRY COTTAGES (HOLDINGS) LIMITED
(the "Company")

Company No
08739127

Companies Act 2006

Written Resolution of the Members
(Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolutions set out below be submitted to the eligible members of the company as written resolutions, and passed as a special resolution in respect of the first resolution and as an ordinary resolution in respect of the second resolution (the "Resolutions")


Resolutions

- 1 *"That the articles of association of the company be amended by replacing the existing article 3 with the attached new article 3 which, for the purpose of identification, has been initialled by a director "*
- 2 *"That 527 issued 'D' ORDINARY shares of £1 00 each in the capital of the Company be subdivided into 5,270 'D' ORDINARY shares of £0 10 each "*

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below.

The Members:

£1.00 ORDINARY shareholders:


ANDREW CASSON JONES

Date of Signature 1 November 2013


KAREN JONES

Date of Signature 1 November 2013

FRIDAY



A35 *A415SVOQ* #118
13/02/2015
COMPANIES HOUSE

Written Resolution - Acceptance Procedure

Members who agree to the Resolution, MUST notify the Company of their approval using one of the methods specified below by 31 December 2013. Failure to do so will render all such approvals invalid.

To signify consent to the Resolution, members should indicate their agreement by signing and dating this document where indicated on the previous page, and thereafter deliver it to the Company at Quay House, Quay Road, Newton Abbot, Devon TQ12 2BU by means of

delivering the document by hand, or

sending the document by post, or

transmitting the document by fax to 01626 358501 addressed to the person indicated above, or

sending an e-mail to Newton_abbot@darnells.co.uk attaching a scanned copy of the signed and dated document

If Members return the document by post, their agreement to the Resolution will not be accepted by the Company if the person to whom the document has been addressed has not received it by the date specified above

Members do not need to take any action if they do not agree to the Resolution

SHARES

3. FURTHER ISSUES OF SHARES: AUTHORITY

- 3.1 The share capital of the Company is divided into A Ordinary shares of £1.00 each, B Ordinary shares of £1.00 each, C Ordinary shares of £1.00 each, D Ordinary shares of £0.10 each 'A' Redeemable Preference shares of £1.00 each and 'B' Redeemable Preference shares of £1.00 each

The rights attaching to the Ordinary Shares are as follows -

All "A", "B", "C" and "D" Ordinary Shares shall be identical and rank *pari passu* except for the following provision -

The profits of the company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes of shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares. The Directors may pay an interim dividend or dividends on one or several classes of shares to the exclusion of any class or classes and may pay interim dividends at different rates on the respective classes of shares.

The rights and restrictions attaching to the Redeemable Preference Shares are as follows -

AS TO CAPITAL

The Redeemable Preference Shares shall entitle the holder thereof to a dividend at the option of the Directors in General Meeting. The Redeemable Preference Shares shall not confer the right to additional participation in the profits of the Company.

AS REGARDS REDEMPTION

Subject to the provisions of the Act the Redeemable Preference Shares shall be redeemed at *par* in part or in whole at the option of the Company.

AS REGARDS VOTING

The holders of the Redeemable Preference Shares shall not be entitled to receive notice of meetings of or to attend or vote at general meetings of the Company.

WINDING UP

In a winding up the assets of the Company (including uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of the winding up shall be applied in the following order of priority -

(i) in repayment of the capital paid up or credited as paid up on the Redeemable Preference Shares (including any premium)

(ii) in payment to the holders of Redeemable Preference Shares of all arrears of dividend on such shares up to the commencement of the winding up

(iii) in repayment of the capital paid up or credited as paid up on the "A", "B", "C" and "D" Ordinary shares and the residue (if any) shall be divided among the holders of the "A", "B", and "C" Ordinary Shares in proportion to the nominal amount paid up or credited as paid up on such shares

3 2 The "D" Ordinary shares shall entitle the holder to participate in the unencumbered goodwill value of the entire trading activities of the group

3 3 Subject to the remaining provisions of this article 3 and to article 4, the directors are generally and unconditionally authorised, for the purposes of section 550 of the Act or, where the Company has more than one class of shares, section 551 (1) of the Act and generally, to exercise any power of the Company to

(a) offer or allot,

(b) grant rights to subscribe for or to convert any security into,

(c) otherwise deal in, or dispose of,

shares of the classes described in Article 3 1 above to any person, at any time and subject to any terms and conditions as the directors think proper Shares may be issued as nil, partly paid or fully paid shares

3 4 The authority referred to in Article 3 3

(a) shall be limited to a maximum nominal amount of £10000 00 A Ordinary shares, £10000 00 B Ordinary shares, £10000 00 C Ordinary shares, £10000 00 D Ordinary shares and £1000000 00 Redeemable Preference shares,

- (b) shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution, and
- (c) may only be exercised for a period of five years commencing on the date on which these articles are adopted, save that the directors may make an offer or agreement which would, or might, require Ordinary Shares to be allotted after the expiry of such authority (and the directors may allot Ordinary Shares in pursuance of an offer or agreement as if such authority had not expired)