

WRITTEN RESOLUTION

PROSPERITY CATHEDRAL VIEW DEVELOPMENT LTD (the "Company")

COMPANY NUMBER 10453715

WRITTEN RESOLUTIONS OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article immediately after Article number 53 (*Insurance*):

"54. SECURED PARTY

54. (a) In this Article:

(i) 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

(ii) 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.

(b) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.

(c) There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them.

(d) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of every Secured Party.

(e) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."

The members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the first date on which copies of the resolutions are first sent to the members, being the date set out above) should sign and date below to signify their agreement to the resolutions and return the signed document in accordance with the notes to members below.

These resolutions must be passed by the requisite threshold by the end of the period of 28 days beginning with the circulation date otherwise they will lapse.

WEDNESDAY



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17/04/2019

#145

COMPANIES HOUSE

Agreement:

We, being the members of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the resolutions be passed as written resolutions of the Company having effect as special resolutions of the Company (as set out above).

Signed



for and on behalf of

Name of registered holder: Gavin Davis Barry

Date

28.01.2019

Signed

.....

for and on behalf of

Name of registered holder: Edward Christopher Francis Fowkes

Date

.....

Signed

.....

for and on behalf of

Name of registered holder: Fraser George Neill MacDonald

Date

.....

Notes to members:

1. If you wish to agree to the resolution, you should signify your agreement by signing and returning this document to the Company's registered office, marked for the attention of the Directors.
2. 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.
3. The resolution will be deemed to be passed as soon as sufficient agreement is reached.
4. If sufficient agreement is not received within 28 days from the date of circulation of this resolution then the resolution will lapse and you will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.
5. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
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.

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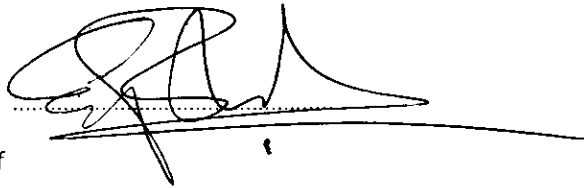
Signed

for and on behalf of

Name of registered holder: Gavin Davis Barry

Date

Signed

A handwritten signature in black ink, appearing to be 'E. Fowkes', written over a horizontal dotted line.

for and on behalf of

Name of registered holder: Edward Christopher Francis Fowkes

Date 28.1.2019

Signed

for and on behalf of

Name of registered holder: Fraser George Neill MacDonald

Date

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Signed

for and on behalf of

Name of registered holder: Gavin Davis Barry

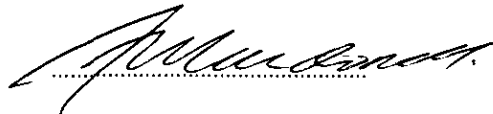
Date

Signed

for and on behalf of

Name of registered holder: Edward Christopher Francis Fowkes

Date

Signed 

for and on behalf of

Name of registered holder: Fraser George Neill MacDonald

Date 28/1/19

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