

Company Number: 10878942

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RJF ESTATES LIMITED

WRITTEN SPECIAL RESOLUTION OF THE SHAREHOLDERS  
OF THE COMPANY

14 SEPTEMBER 2017 (THE CIRCULATION DATE)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution:

**SPECIAL RESOLUTION**

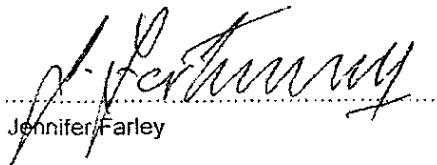
THAT:

- 1 as supported by a solvency statement of the directors of the Company (a copy of which is attached to this resolution) the issued share capital of the Company be reduced by cancelling and extinguishing all of the issued A Ordinary Shares of £1 each in the Company (each of which is fully paid up) (the **Cancellation Shares**); and
- 2 in consideration of such cancellation, an amount equal to such reduction be returned to the holders of those Cancellation Shares (the **Shareholders**) by:
  - 2.1 the Company transferring to Brian Farley Holdings Limited (registered in England under no: 10081972) (**BFH**) all the issued shares in the Company's wholly owned subsidiary, South Regional Property & Investment Limited (registered in England under no: 408583); and
  - 2.2 against such transfer, BFH issuing, credited as fully paid, 4,714,999 new A ordinary shares of £1 each to the Shareholders in the same proportions as those in which the Shareholders held the Cancellation Shares.

Please read the notes at the end of this document before signing it.

The undersigned, being the only persons entitled to vote on the above resolution on the Circulation Date, each hereby irrevocably agree to the resolution set out above.

Signed

  
Jennifer Farley

Date

14/09/17

THURSDAY



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14/09/2017

#140

COMPANIES HOUSE

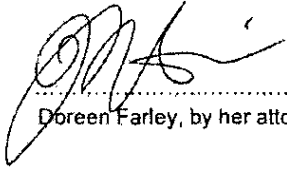
Signed

  
.....  
John Higdon

Date

14/9/17  
.....

Signed

  
.....  
Doreen Farley, by her attorney

Date


14/9/17  
.....

Signed

.....  
Sally Wilson

Date

Signed

  
.....  
John Higdon

Date

14/9/17  
.....

#### NOTES

- 1 If you agree to the resolution, 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:** delivering the signed copy to Catherine Drew at Charles Russell Speechlys, One London Square, Cross Lanes, Guildford, Surrey, GU1 1UN;

**By Post:** returning the signed copy by post to Catherine Drew at Charles Russell Speechlys, One London Square, Cross Lanes, Guildford, Surrey, GU1 1UN;

**By E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Catherine.drew@crsblaw.com](mailto:Catherine.drew@crsblaw.com);

If you do not agree with the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

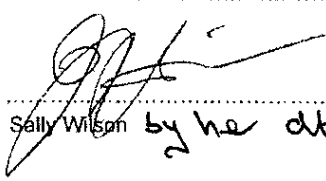
- 1 Once you have indicated your agreement to the resolution, you may not revoke your agreement.

Signed .....  
John Higdon

Date .....

Signed .....  
Doreen Farley, by her attorney

Date .....

Signed .....  
  
Sally Wilson by her attorney

Date ..... 14/9/17

Signed .....  
John Higdon

Date .....

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- 1 Once you have indicated your agreement to the resolution, you may not revoke your agreement.

- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before the end of, or during, this period.
- 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.

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**SPECIAL RESOLUTION**

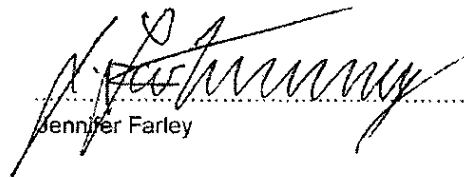
THAT:

- 1 notwithstanding any provision of the Company's articles of association to the contrary, the proposed cancellation of all of the issued A Ordinary Shares of £1 each in the Company (each of which is fully paid up) pursuant to, and on the terms of, the resolution attached to this resolution and marked "A" for the purposes of identification only be approved; and
- 2 by signing this resolution, the holders of all the issued shares in the capital of the Company hereby consent to the passing of this resolution and to every variation of the rights attached to all of the issued shares in the Company as is or may be involved therein.

Please read the notes at the end of this document before signing it.

The undersigned, being the only persons entitled to vote on the above resolution on the Circulation Date, each hereby irrevocably agree to the resolution set out above.

Signed

  
Jennifer Farley

Date

14/09/17

Signed

John Higdon

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Signed .....  
Jennifer Farley

Date .....

Signed .....  
John Higdon

Document Number: 280800050

Date ..... 14/9/17 .....

Signed .....  
Doreen Farley, by her attorney

Date ..... 14/9/17 .....

Signed .....  
Sally Wilson

Date .....

Signed .....  
John Higdon

Date ..... 14/9/17 .....

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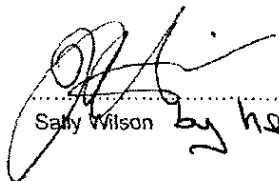
Date .....

Signed .....

Doreen Farley, by her attorney

Date .....

Signed .....

  
Sally Wilson by her attorney

Date 14/9/17 .....

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Date .....

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