

Company Number: 11160541

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

VENGROVE REAL ESTATE DEVELOPERS LIMITED ("Company")

20/10 2020 ("Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company propose that the following resolutions be passed as ordinary resolutions in the case of resolutions 1 and 2 and a special resolution in the case of resolution 3 ("Resolutions").

ORDINARY RESOLUTIONS

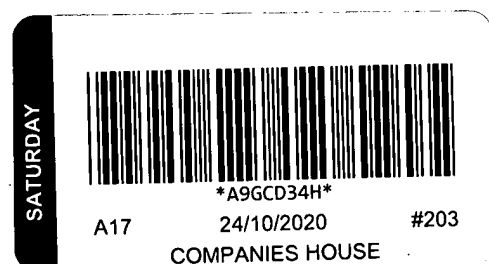
1. THAT, subject to the passing of Resolution 3, two new classes of shares in the capital of the Company, being A ordinary shares of £1.00 each ("A Shares") and B ordinary shares of £1.00 each ("B Shares"), be and are hereby created having the rights and obligations set out in the new articles of association of the Company to be adopted pursuant to Resolution 3 ("New Articles").
2. THAT subject to the passing of Resolution 3, the 100 ordinary shares of £1.00 each issued in equal proportions to Vengrove Group Limited (company number 11114627) and Pitmore Properties (Commercial) Limited (company number 11154223), together the entire issued share capital of the Company be and is hereby redesignated as 50 A Shares of £1.00 each and 50 B Shares, having the rights and being subject to the restrictions set out in the New Articles, so that the issued share capital of the Company following the proposed redesignation is 50 A Shares and 50 B Shares.

SPECIAL RESOLUTION

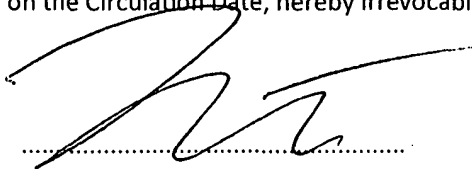
3. THAT the New Articles attached to these Resolutions be and are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the current articles of association of the Company.

AGREEMENT

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

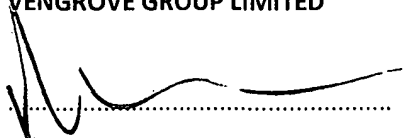


The undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:



Date: 20/10/2020

Signed for and on behalf of
VENGROVE GROUP LIMITED



Date: 20/10/2020

Signed for and on behalf of
**PITMORE PROPERTIES
(COMMERCIAL) LIMITED**

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with 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:

(a) By Hand: delivering the signed copy to the registered office of the Company;

(b) Post: returning the signed copy by post to Memery Crystal LLP attention to Krishen Patel at 165 Fleet St, London EC4A 2DY;

(c) Email: by attaching a scanned copy of the signed document to an email and sending it to krishen.patel@memerycrystal.com.

3. 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.

4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

5. Unless by the date falling 30 days after the date of circulation of these Resolutions, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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.