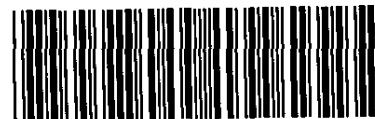


THE COMPANIES ACT 2006

WEDNESDAY



A07 \*A7H9QXGX\* 24/10/2018 #231  
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

DAVONPORT HOLDINGS LIMITED

(a company registered in England and Wales no.11516174)

(the "Company")

WRITTEN RESOLUTION

OF

THE SOLE MEMBER

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the resolution below is hereby passed as a special resolution (the "**Resolution**"), the signatory hereto acknowledging a copy of the documents referred to therein was submitted to him at or before the time this proposed resolution was submitted to him.

**SPECIAL RESOLUTION**

That notwithstanding the interests of the director of the Company, it was resolved that:

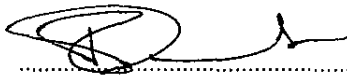
- (a) the sole director of the Company be and hereby is authorised and permitted to vote on and be counted in a quorum at any meeting at which the Guarantee, the Debenture and the Legal Charge (all defined below) and any related matters are considered notwithstanding that the sole director may have an interest in the Guarantee, the Debenture and the Legal Charge being entered into by the Company by being a party whose liabilities to the Bank (defined below) are being guaranteed and secured by the Debenture and the Legal Charge;
- (b) an unlimited omnibus guarantee and set off agreement (the "**Guarantee**") to Lloyds Bank PLC (the "**Bank**") in respect of the liabilities now or hereafter due, owing or incurred from or by Davonport limited and Davonport furniture limited to the Bank be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of Guarantee as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit);
- (c) a debenture (the "**Debenture**") in favour of the Bank creating fixed and floating charges over the whole assets of the Company to secure repayment to the Bank of all monies and liabilities at any time due, owing or incurred by the Company to the Bank including, without limitation, pursuant to the Guarantee be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of the Debenture as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit); and
- (d) a legal charge (the "**Legal Charge**") in favour of the Bank creating charges over 1 Peartree road Stanway Colchester and certain other assets of the Company to secure repayments to the Bank of all monies and liabilities at any time due, owing or incurred

by the Company to the Bank including, without limitation, pursuant to the Guarantee be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of the Legal Charge as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit).

#### **AGREEMENT TO THE WRITTEN RESOLUTION**

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

The undersigned, being the sole person entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agrees to the passing of the Resolution.

  
.....

Signed by Richard George Davonport

22-10-18  
.....

date

#### **NOTES:**

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document above and then return it to the Company by delivering it by hand to or posting it to DAVONPORT HOLDINGS LIMITED at Dickens House Guithavon Street Witham Essex , Essex, United Kingdom.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to have agreed to the Resolution by failing to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you do agree to the Resolution, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by DAVONPORT LIMITED at Dickens House Guithavon Street Witham Essex United Kingdom within 28 days of the Circulation Date.
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.