

Company number 12969361

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PILLAR LAND SECURITIES (COLLATON PARK) LIMITED (**Company**)

30 January 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions 1 to 3 (inclusive) are passed as ordinary resolutions and the following resolutions 4 and 5 are passed as special resolutions (**Resolutions**).

ORDINARY RESOLUTIONS

1. **THAT** the entry by the Company into the Finance Documents attached hereto be and is approved by the members of the Company.
2. **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Finance Documents and its entry into the Finance Documents would be most likely to promote the success of the Company for the benefit of its members as a whole.
3. **THAT** notwithstanding any provision of the memorandum (if any) and articles of association of the Company, or any personal interest of any of the directors, the directors of the Company are unconditionally authorised and empowered to execute and deliver the Finance Documents on behalf of the Company.

SPECIAL RESOLUTION

4. **THAT** the articles of association of the Company be amended by inserting a new Article 26A as follows:

"26A Exceptions to Share Transfers

- (1) Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

(i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;

(ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or

(iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

(i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;

(ii) no Secured Institution or its nominee; and

(iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such Member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

(2) Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any share that has been mortgaged or charged by way of security to a Secured Institution.

(3) Notwithstanding anything to the contrary contained in these Articles, any pre-emption rights contained in these articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time."


5. THAT Article 26.5 of the Company's existing articles of association be deleted.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 30 January 2024, hereby irrevocably agrees to the Resolutions.

Signed by Richard Pillar, a director, for and on behalf of PILLAR LAND SECURITIES LIMITED.


Richard James Pillar 30 Jan 2024 14:00:06 GMT (UTC +0)

Date

30 January 2024

Signed by Robert Edward Bland, a director, for and on behalf of COLN RESIDENTIAL LIMITED.

R Bland
Robert Edward Bland 30 Jan 2024 13:05:39 GMT (UTC +0)

Date

30 January 2024

Signed by Craig Harvey Robinson, a director, for and on behalf of SANDBAR INVESTMENT GROUP LIMITED.

Craig Harvey Robinson
Craig Harvey Robinson 30 Jan 2024 14:03:26 GMT (UTC +0)

Date

30 January 2024

NOTES

1. If you agree with 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 delivery methods:

- **By hand:** delivering the signed copy to 60 – 66 North Hill, Plymouth, PL4 8EP.
- **Post:** returning the signed copy by post to 60 – 66 North Hill, Plymouth, PL4 8EP.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to larnold@wolferstans.com. Please type "Written Resolutions of" in the email subject box.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by 28 days from the Circulation Date sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

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.