

DORRINGTON DEVELOPMENTS LIMITED (the "Company")
COMPANY NUMBER 00884227
WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The directors of the Company propose that the following written resolutions be passed by the Company: resolutions 1 to 5 (inclusive) as ordinary resolutions and resolution 6 as a special resolution:

ORDINARY RESOLUTIONS

1. **THAT** the Company enters into the following documents:
 - 1.1 an amendment and restatement deed (the "**Amendment and Restatement Deed**") amending a £25,000,000 facility agreement made between, among others, Dorrington Estates Limited as Borrower, the Company as an Original Property Obligor, National Westminster Bank Plc as agent, arranger and account bank (the "**Agent**") and NatWest Markets PLC as security trustee (the "**Security Trustee**") (the "**Facility Agreement**" and, as amended and restated by the Amendment and Restatement Deed, the "**Restated Facility Agreement**");
 - 1.2 an associated charge by way of legal mortgage; and
 - 1.3 an associated deed of charge made between Dorrington Estates Limited as chargor and NatWest Markets PLC as security trustee;
together, the "**Documents**".
2. **THAT** the Directors have authority to approve the terms of and the transactions contemplated by the Documents and any related or ancillary document to which the Company is a party (together the "**Relevant Documents**").
3. **THAT** the terms of and the transactions contemplated by the Relevant Documents are approved.
4. **THAT** the Directors be authorised, empowered and directed in the name and on behalf of the Company to cause the execution and delivery of the Relevant Documents with such amendments as they shall in their absolute discretion think fit.
5. **THAT** these resolutions have effect notwithstanding any provisions of the Company's Articles of Association.

SPECIAL RESOLUTION

6. **THAT** none of the Directors of the Company who are also Directors of one or more of the companies listed at the Annex to these resolutions shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company as a result of such other companies entering into or otherwise being interested in some or all of the Relevant Documents and/or the transactions contemplated thereby.

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 members, being *14 June* 2019) should sign and date below to signify their agreement to the resolutions.

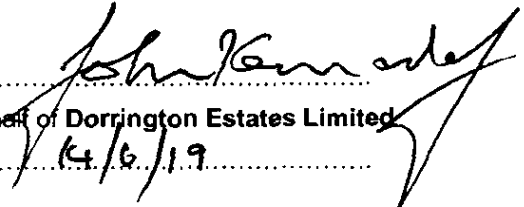
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TUESDAY



A15 *A87V9QEA* #21
18/06/2019
COMPANIES HOUSE

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

Agreed
Signed 
for and on behalf of **Dorrington Estates Limited**
Date 4/6/19

ANNEX
LIST OF GROUP COMPANIES

Dorrington (Knightsbridge) Properties Limited;
Dorrington Developments Limited;
Dorrington Estates Limited;
Dorrington Housing Limited;
Dorrington Investment Plc;
Dorrington Properties Plc;
Dorrington Property Group Limited (formerly Tamoa Limited);
Dorrington Residential Limited;
Lyndale Development Co.; and
OYO Properties Limited.