

HANOVER PROPERTY TRUST LIMITED (the "Company")
(Registered Number: 01150205)
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 6 (inclusive) as ordinary resolutions and resolution 7 as a special resolution.

ORDINARY RESOLUTIONS

1. **THAT** the Company enters into (i) an amendment and restatement deed (the "**Amendment and Restatement Deed**") amending a facility agreement made between Dorrington Estates Limited as borrower and Barclays Bank Plc as lender for a £44,800,000 revolving credit and term loan facility (the "**Facility Agreement**").
2. **THAT** the Directors have authority to approve the terms of and the transactions contemplated by the Amendment and Restatement Deed 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.
6. **THAT** the entry into the Relevant Documents will promote the success of the Company for the benefit of its members as a whole.

SPECIAL RESOLUTION

7. **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 19th June 2019) should sign and date below to signify their agreement to the resolutions.

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 *Alan*

for and on behalf of **Dorrington Estates Limited**

Date 19th June 2019

MONDAY



A08 *A88AKG17* #94
24/06/2019
COMPANIES HOUSE

ANNEX
LIST OF GROUP COMPANIES

Dorrington Estates Limited
Dorrington Housing Limited
Dorrington Residential Limited
Hanover Property Trust Limited
Barcforest Limited
Capital & District Properties Limited
Dorrington (Knightsbridge) Properties Limited
Dorrington Developments Limited
Lyndale Development Co.
Rivers Edge Estates Limited
Dorrington Property Group Limited