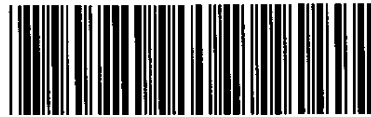


Company No. 02382336

WEDNESDAY



LD3 *L7WRU1LN* 09/01/2019 #92
COMPANIES HOUSE

FARNCOMBE ESTATE HOLDINGS LIMITED

(the "Company")

Written resolutions of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Circulation Date: **31 December 2018**

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolutions which, in the case of resolution 1, is proposed as an ordinary resolution ("Ordinary Resolution") and, in the case of resolution 2, is proposed as a special resolution ("Special Resolution").

ORDINARY RESOLUTION

- 1 That, subject to the passing of the Special Resolution, the directors be generally and unconditionally authorised pursuant to s.551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"), up to an aggregate nominal amount of £11,200,000 on or before 31 December 2019, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

- 2 That the directors be generally empowered pursuant to s.569 of the Act to allot equity securities (within the meaning of s.560 of the Act) as if s.561 of the Act did not apply to such allotment, provided that that power shall cease if (i) the Company ceases to be a private company limited by shares; or (ii) there is more than one class of shares in the Company.

Agreement to the Ordinary Resolution and the Special Resolution

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

The undersigned, a person entitled on the date set out above to vote on the written resolutions, irrevocably agrees to the Ordinary Resolution and the Special Resolution

Signed byJonathon Bond.....
(print name of signatory)

Signature.....*Jonathon Bond*.....

for and on behalf of **SCCL 3 Limited**

Date: 31st December 2018

NOTES

Procedures for signifying agreement

- 1 If you agree to the Ordinary Resolution and the Special Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below. Alternatively, you can signify your agreement by following the email procedures also set out below.

- **By hand:** deliver the signed and dated copy to Farncombe Estate Holdings Limited, Farncombe House, Broadway, Worcestershire, WR12 7LJ.
- **By post:** return the signed and dated copy by post to Farncombe Estate Holdings Limited, Farncombe House, Broadway, Worcestershire, WR12 7LJ.
- **By email:** send an email to the Company stating that you agree to the resolutions and stating your name.

If you do not agree to all of the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

- 2 Only the email address given above, and no other may be used to send any document or information relating to the written resolutions

Period for agreeing to written resolutions

- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the written resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during that date. Your agreement will be ineffective if received after that date.

Other

- 4 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