
**WRITTEN RESOLUTIONS OF
FAIRHOLD HOMES (NO. 11) LIMITED (THE "COMPANY")
COMPANY NUMBER 03697448**

Circulation Date: 28 October 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that the resolution below be passed as a special resolution of the Sole Shareholder (the special resolution being the "Resolution").

RESOLUTION – REDUCTION OF CAPITAL

"THAT, the issued share capital of the Company be reduced by:

- (a) reducing the amount standing to the share premium account in respect of the ordinary shares with a nominal value of £0.00001 each in the capital of the Company from £17,264,133.80 to nil; and
- (b) reducing the nominal value of each ordinary share with a nominal value of £1.00 in the capital of the Company from £1.00 to £0.00001,

and that the amounts by which the share capital is reduced by the above be credited to the Company's capital reduction reserve."

[SIGNATURE PAGE OVERLEAF]

THURSDAY

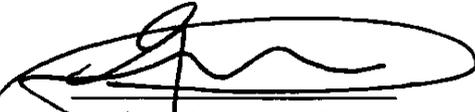


A05 *A9GP02XE* #35
29/10/2020
COMPANIES HOUSE

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by 
Name: Graham Parcell
Title: Director
Date: 28 October 2020

For and on behalf of **Fernando PropCo Holdings Limited**
in its capacity as sole shareholder of the Company

NOTES

(These notes are not part of any proposed written resolution.)

1. This document is proposed by the directors of the Company.
2. This document is sent to eligible members on the Circulation Date.
3. "Eligible members" are the members who would have been entitled to vote on the Resolution on the Circulation Date.
4. To signify your agreement to this document and to the Resolution, please sign and date this document where indicated above and return it to the Company using one of the following delivery methods:
 - **By hand.** Delivering the signed and dated copy marked "*For the attention of Kelvin Mahal*" to Akin Gump LLP, Eighth Floor, Ten Bishops Square, London, E1 6EG, United Kingdom.
 - **Post.** Returning the signed and dated copy by post marked "*For the attention of Kelvin Mahal*" to Akin Gump LLP, Eighth Floor, Ten Bishops Square, London, E1 6EG, United Kingdom.
 - **By email.** By returning a scanned signed and dated copy by email to kelvin.mahal@akingump.com.

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.

5. Once you have indicated your agreement to this document and the Resolution, you may not revoke your agreement.
6. Unless by the date which is 28 days beginning on the Circulation Date sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before such date.
7. 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 of the Company.
8. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.