

Registered number: 3871243

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HORNDRIFT LIMITED

(the "Company")

Circulation date: 20 December 2019

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions or special resolutions (as applicable) of the Company.

Ordinary Resolutions

1. THAT paragraph 4.1 of the Company's memorandum of association, which specifies the amount of the Company's authorised share capital, be removed in its entirety with immediate effect.
2. THAT, in substitution for all previous authorities conferred upon the directors pursuant to section 551 of the Companies Act 2006 (the "Act"), but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities, the directors of the Company be and they are by this resolution generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot up to 2,000,000 "A" Ordinary Shares of £0.001 each in the capital of the Company provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting or by resolution) expire on the fifth anniversary of the date of this resolution but the Company may, before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolutions

1. THAT the articles of association of the Company dated 14 February 2000 are hereby amended by the deletion of Article 3.1.
2. THAT the articles of association of the Company dated 14 February 2000 are hereby amended by the addition of a new Article 3.1 as follows:

"The share capital of the Company at the date of the amendment of these articles consists of the following classes of share:

"A" ordinary shares of £0.001 each ("A" Ordinary Shares");

"B" ordinary shares of £1 each ("B" Ordinary Shares"); and

cumulative preference shares of £1 each ("**Preference Shares**"),

and any reference in these articles to "**A**" **Ordinary Shareholders**, "**B**" **Ordinary Shareholders** and **Preferences Shareholders** shall be deemed to be a reference to the holders of "A" Ordinary Shares, "B" Ordinary Shares and Preference Shares respectively."

Agreement

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

The undersigned, being the sole person entitled, or who is duly authorised on behalf of the person entitled, to vote on the above resolutions on the circulation date (being the only eligible member of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably agrees to the resolutions.

Signed:



Signed by:

Charles Middleton, Director

For and on behalf of:

BL Superstores Holding Company Limited

Date:

20 DECEMBER 2019

Certified to be a true copy of the original document seen by me

Name: GAVIN BERGIN



Title: Director, BRITISH LAND COMPANY SECRETARIAL LIMITED

The British Land Company PLC
York House, 45 Seymour Street
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Date: 20 DECEMBER 2019