

Company Number 04594350

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE CHASE GOLF CLUB LIMITED ("COMPANY")

Circulation date 1st February 2022

Pursuant to Chapter 2 of Part 13 of Companies Act 2006 the Director of the Company proposes that the following resolution be passed as a Special resolution ("Resolution")

SPECIAL RESOLUTIONS

1. That the Company allot by way of rights issue up to two million new preference shares of £1.00 each by way of rights issue to the holder of the existing ordinary share in the capital of the Company registered in the books of the Company at the date and time of the passing of this resolution and comprising two million new shares for the existing share held at the price of £1.00 per new share with the rights set out in resolution 2 below.
2. That the Articles of Association of the Company be amended with immediate effect by the adoption of the following new Article to be known as Article 8A

"8A – Share Capital

That the share capital be divided into ordinary shares and preference shares carrying the following respective rights:-

Ordinary shares

- (a) The holders of the ordinary shares shall be entitled to receive such dividends (if any) in each year as the directors may resolve be paid on the ordinary shares.
- (b) Each ordinary share shall have one vote at each general meeting
- (c) Subject to the prior rights of the holders of preference shares to repayment of the paid up capital thereon the holders of the ordinary shares shall in proportion to their shareholdings be

entitled to receive on a dissolution or winding up the whole of the monies available for payment to shareholders

(d) The ordinary shares shall have no redemption rights.

Preference shares

(a) The holders of the preference shares shall be entitled to receive a (non-)cumulative preferential dividend at the rate of [5%] for each accounting year of the Company subject to the requirements of CA 2006 for the payment of dividends and to the directors resolving to make such payment in respect of the preferential shares.

(b) The preferential shares shall have no voting rights

(c) The preferential shares shall be entitled in priority to any sums payable to the holders of the ordinary shares to repayment of the nominal amount paid up on each preference share in the event of a dissolution or winding up but shall have no further rights to capital

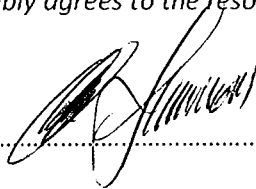
(d) The company may at any time on giving not less than one month's notice to the holders of the preference shares elect to repay the whole or any part of the monies due to the holders of the preference shares by way of redemption of such shares.

Agreement

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

The undersigned being a person entitled to a vote on the resolution at the circulation date hereby irrevocably agrees to the resolution.

Signed



Christopher Stanway Simmons

Notes

- 1. If you agree to the resolution please indicate your agreement by signing and dating this document and handing it to a Director of the Company.**
- 2. If you do not agree to the resolution you do not need to do anything.**
- 3. Once you have indicated your agreement to the resolution you may not revoke your agreement.**
- 4. Unless by 28 days following the circulation date sufficient agreement has been received for a resolution pass it will lapse.**