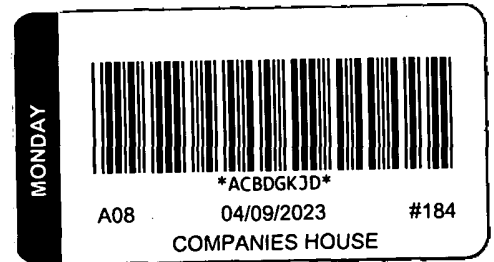


Company number: 05007107

WRITTEN RESOLUTION

OF



Rutland Veterinary Centre Limited (company number: 05007107) (Company)

Passed on 23rd August ~~2022~~ 2023 WB

The directors of the Company propose that the following resolution is duly passed as a special resolution and an ordinary resolution (as applicable) by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

Ordinary Resolution 1

THAT, in accordance with section 551 Companies Act 2006, the directors of the Company be and hereby authorised to allot and issue 1 redeemable Special Share of £1.00 in the capital of the Company to Rutco Property Limited (company number: 13838689) (RPL), up to a nominal amount of £1.00 (Special Share) and such Special Share shall have the following rights:

1. RIGHTS ATTACHED TO THE SPECIAL SHARE

1.1. The holder of the Special Share shall have a right to a single distribution in specie (transfer of a non-cash asset) of the freehold property known as 1-3 Kings Road, Melton Mowbray, LE13 1QF, registered at HM Land Registry with title number: LT465325 (Special Distribution) subject always to the Company having sufficient distributable reserves (within the meaning of the Part 23 Companies Act 2006) and such Special Distribution shall be recorded by the directors of the Company on the date on which an ordinary resolution authorising such Special Distribution is passed by the Company, subject always to the Company having sufficient distributable reserves (within the meaning of the Part 23 Companies Act 2006);

1.2. The holder of the Special Share shall not be entitled to:

1.2.1. a return of capital (whether on a winding up or otherwise);

1.2.2. participate in any other dividend or distribution other than the Special Distribution; or

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1.2.3. attend, speak or vote, either in person or by proxy, at a general meeting of the Company, or receive notice of such general meeting of the Company, or vote on, or receive, a written resolution of the Company.

1.3. The holder of the ordinary shares in the capital of the Company shall not be entitled to participate in the Special Distribution.

2. TERMS FOR REDEMPTION OF THE SPECIAL SHARE

2.1. Subject to Part 18 and 23 of Companies Act 2006, the Special Share:

2.1.1. shall be redeemed by the Company, or be liable to be redeemed by the Company, on or after such date as the Special Distribution is recorded by the Company but prior to the date which is one year following the date of such Special Distribution;

2.1.2. shall be redeemed by the Company out of distributable reserves (within the meaning of the Companies Act 2006); and

2.1.3. upon being redeemed by the Company, such Special Share shall be immediately cancelled.

2.2. In the event that any provisions in the Companies Act 2006 prevent the Company from being able to redeem the Special Share on the above dates, the Company shall redeem the Special Share as soon as possible after it becomes eligible of being redeemed by the Company.

2.3. The amount payable by the Company to redeem the Special Share shall be the nominal value of such Special Share which shall be paid by the Company on the date that the Special Share is redeemed by the Company.

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Unless renewed, varied, or revoked by the Company, the authority conferred by this Ordinary Resolution 1 shall expire on the date which is five years from the date from which it is passed (Share Allotment).

Ordinary Resolution 2

THAT, subject to the passing of Ordinary Resolution 1, the directors be authorised to enter RPL into the Company's register of members as the holder of the Special Share.

Ordinary Resolution 3

THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, the directors of the Company be and hereby authorised to transfer the freehold property known as 1-3 Kings Road, Melton Mowbray, LE13 1QF registered at HM Land Registry with title number: LT465325 to RPL, as a distribution in specie (**Special Distribution**) and the directors of the Company be and hereby authorised to enter into a Land Registry Form TR1 in respect of the freehold property known as 1-3 Kings Road, Melton Mowbray, LE13 1QF, registered at HM Land Registry with title number: LT465325, in the form attached to this written resolution.

Ordinary Resolution 4

THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, the Company hereby be authorised, immediately following such Special Distribution, to redeem the 1 Special Share held by RPL at par value for cash and thereafter immediately cancel such Special Share.

Special Resolution 1

THAT, subject to the passing of Ordinary Resolution 1, any and all pre-emption rights held by Lyddington Holding Company Limited (company number: 10502882) be and hereby waived in relation to the Share Allotment to be made by the directors pursuant to the authority conferred on the directors in relation to the Share Allotment authorised by Ordinary Resolution 1.

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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it ("**Resolution**").

The undersigned, being the persons entitled to vote on the Resolution on ~~23rd August 2022~~ 23rd August 2023 ^{wib} hereby irrevocably agree to the Resolution.

Signed 

Dated 23rd August 2023

Lyddington Holding Company Limited

(company number: 10502882)

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods;
 - a. By hand: delivering the signed copy to Wilson Browne LLP, 19 Medicott Close, Corby, Northamptonshire, NN18 9NF; or
 - b. Post: returning the signed copy by post to Wilson Browne LLP, 19 Medicott Close, Corby, Northamptonshire, NN18 9NF.

You may not indicate your agreement to the Resolution by any other method.

If you do not agree to all the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution please ensure that your agreement reaches us before or during this date.

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