

Company Number: 05333853

**THE COMPANIES ACTS 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**

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SATURDAY



\*AAERKØF4\*  
A07 09/10/2021 #237  
COMPANIES HOUSE

**PROLOGIS PARK KETTERING MANAGEMENT COMPANY LIMITED**

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(the "Company")

Circulation Date: 7 October 2021

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible member of the Company irrevocably agree that Resolutions 1 and 2 below as passed as ordinary resolutions and resolutions 3 to 5 below are passed as special resolutions:

**ORDINARY RESOLUTION**

- 1 That, for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company may be given in accordance with section 175(5)(a) Companies Act 2006.
- 2 That in accordance with paragraph 42(2) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of clause 5 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are revoked and that clause is deleted in its entirety so that those provisions shall no longer apply to the Company.

**SPECIAL RESOLUTIONS**

- 3 THAT the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act") and in substitution for any such authority previously conferred to allot relevant securities (as defined within article 3.7 of the New Articles) including for the avoidance of doubt, redeemable shares ("**Relevant Securities**"), up to a maximum

aggregate nominal value of £200, at any time up to the fifth anniversary of the date of this resolution, but so that:

- (a) This authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require any of those relevant securities to be allotted or granted after that expiry; and
- (b) Notwithstanding that expiry the directors may allot or grant relevant securities in accordance with any such offers or agreements.

- 4 THAT the Directors be empowered for the purpose of section 570 of the Act to allot Relevant Securities of the Company, under the authority given in accordance with section 551 of the Act by resolution 3 above as if section 561 of the Act did not apply to the allotment.
- 5 THAT the regulations contained in the document attached to this resolution and for the purpose of identification marked 'A' are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.



Signature:.....

For and on behalf of

**PROLOGIS UK LIMITED**

**NOTES:**

1. You may either:

- 1.1 agree to all of the above resolutions; or
- 1.2 decline to agree to any of the above resolutions.

You may not agree to some of the resolutions but not the others.

2. If you agree to the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company by 5<sup>th</sup> November 2021 using one of the following methods:

- a) delivering it by hand to Prologis House, Blythe Gate, Blythe Valley Park, Solihull, West Midlands, B90 8AH;
- b) sending it by post to Prologis House, Blythe Gate, Blythe Valley Park, Solihull, West Midlands, B90 8AH; or
- c) e-mail: by attaching a scanned copy of the signed documents to an email and sending it to [mmoakes@prologis.com](mailto:mmoakes@prologis.com). Please enter "Written resolution" in the email subject box. If the Company has not received sufficient agreement by that date the resolutions will lapse.

3. Once you have indicated your agreement to the resolutions you may not revoke that agreement.

4. If you do not agree to the above resolutions, you do not need to do anything. If no response is received from you as indicated above, you will be counted as withdrawing your agreement to the above resolutions.