

Company No. 06160877

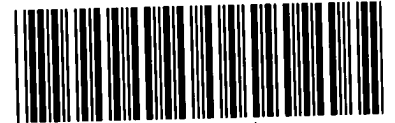
THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

of

NEWHAM FARM LIMITED (the "Company")



A96E24V6

A12

02/06/2020

#293

COMPANIES HOUSE

TUESDAY

CIRCULATION DATE: 1 JUNE 2020 (the "Circulation Date")

On 1 JUNE 2020, the following resolutions were duly passed as written resolutions of the Company, having effect (in the case of resolution 2) as an ordinary resolution and (in the case of resolutions 1, 3, 4 and 5) as special resolutions (the "Resolutions"), in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") by the relevant majority of the eligible members of the Company who, at the Circulation Date, were entitled to vote of the Resolutions:

1 SPECIAL RESOLUTION

THAT the articles of the association of the Company:

- (a) be amended by deleting all of the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act are treated as part of the Company's articles of association;
- (b) be amended by deleting all of the provisions referred to in paragraph 42 of schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (Statutory Instrument 2008 No. 2860); and
- (c) appended to this resolution and for the purpose of identification marked "A" and initialled by the Chairman, be adopted as the new articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company existing at that date.

2 ORDINARY RESOLUTION

THAT, for the purposes of section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company provided that:

- (a) this authorised shall be limited to the allotment of up to an aggregate nominal value of £1.00 comprising 1 ordinary share of nominal value of £1.00 in the capital of the Company; and
- (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting or by resolution, on the expiry of the period of five years from the date of passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act (pursuant to the Company's articles of association or otherwise).

3 SPECIAL RESOLUTION

THAT, subject to the passing of Resolution 2, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £1.00; and
- (b) expire on a date not longer than five years from date the resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.

4 SPECIAL RESOLUTION

THAT, subject to the passing of Resolution 2 above, the rights of pre-emption set out in the Company's articles of association shall not apply to any issue and allotment of equity securities (as defined in section 560 of the Act) by the Directors up to the maximum total nominal amount authorised in accordance with Resolution 2.

5 SPECIAL RESOLUTION

THAT, subject to the passing of Resolution 4 above, in consideration for the unconditional and absolute release of payment of the sum of £27,788,350 (being the entire outstanding amount owed by Regenco Truro Holdings Limited pursuant to the loan agreement between Regenco Truro Holdings Limited and the Company, £27,788,350 be applied in paying up in full 1 ordinary share of £1.00 in the capital of the Company.

Signed



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Director/Secretary