

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**Bathurst Development Limited ("Company")**

**Company number: 08527773**



Circulation Date: 31 March 2021

**RESOLUTIONS**

Pursuant to Chapter 2 of Part 13 of Companies Act 2006, the Directors propose that resolution 1 below be passed as an ordinary resolution and resolution 2 be passed as a special resolution (the "Resolutions").

**SPECIAL RESOLUTIONS**

**1. AUTHORITY TO ALLOT**

**THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £34,760,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 23 March 2026 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**2. NEW ARTICLES**

**THAT** the draft regulations attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

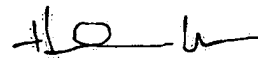
**AGREEMENT**

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

The undersigned, being all the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to those resolutions as indicated above.

Written shareholder resolutions  
Bathurst Development Limited

Signed for and on behalf of  
Bathurst Trust PTC Limited

A handwritten signature in black ink, appearing to be 'H. O. W.', written over a dotted line.

Date

31 March 2021

Written shareholder resolutions  
Bathurst Development Limited

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the Company's registered office. You may not return the Resolutions to the Company by any other method.
2. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by the 28th day following the circulation date stated at the top of these Resolution, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.