

Company No. 09158234

I hereby certify that this is a true copy of the original certified document which I have seen.

WRITTEN RESOLUTION

Eleanor Louisa Joy Wiseman (SRA no. 588438)

Solicitor

Signed

Date

of

GALLIARD DEVELOPMENTS LIMITED

(the Company)

Circulation Date:

Resolution passed the 24 day of June 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the 2006 Act), the directors of the above Company propose that the following resolution below is passed as a special resolution of the Company (the Resolution):

SPECIAL RESOLUTION

1. Reduction of number of shares

THAT the issued share capital of the Company be reduced from £24,366,205 (Twenty Four Million Three Hundred and Sixty Six Thousand and Two Hundred and Five Pounds) to £1.00 (One Pound) by cancelling and extinguishing 24,366,204 (Twenty Four Million Three Hundred and Sixty Six Thousand and Two Hundred and Four Pounds) of the issued Ordinary Shares of £1.00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be repaid to the holders of those shares in proportion to the number of their shares cancelled.

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolution.

The undersigned, being the members entitled to vote on the above Resolution, hereby irrevocably agree to the Resolution:

Signed by: (signature)

FOR AND ON BEHALF OF GDL HOLDCO LIMITED

Date: 24 June 2022

NOTES

If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. 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.

1. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
2. Unless sufficient agreement has been received for the Resolution to pass within 28 days from the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
3. As soon as the Written Resolution is signed by shareholders holding in aggregate the required percentage of shares (75% for Special Resolutions), the Resolution will be validly passed.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
5. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (A) **By hand:** delivering the signed copy to David Hirschfield at Galliard Homes Limited 3rd Floor, Sterling House, Langston Road, Loughton, IG10 3TS
 - (B) **By post:** sending the signed copy to David Hirschfield at Galliard Homes Limited 3rd Floor, Sterling House, Langston Road, Loughton, IG10 3TS
 - (C) **By email:** DavidHirschfield@galliardhomes.com
6. Unless, by the date which is the end of the period specified for the purpose in the Company's articles of association OR, IF NONE IS SPECIFIED, 5.00 p.m. on the date falling 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse.

If you agree to the Resolution, please ensure that your agreement reaches the Company before this time.