

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

MARTIN'S FAMILY HOLDINGS LIMITED

(the Company)

WRITTEN RESOLUTION

21 February 2017 (the Circulation Date)



A15 21/03/2017 #161
COMPANIES HOUSE

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

THAT the nominal value of each of the Company's issued ordinary shares is reduced from £740 to 1p and the aggregate amount of the capital reduced of £155,132,983 is credited to the Company's profit and loss reserves.

Agreement

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

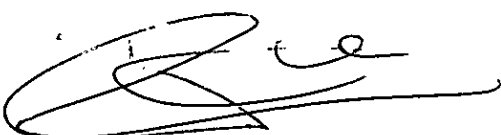
The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.


Thomas Martin

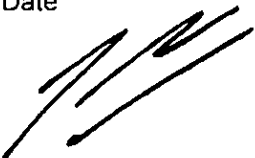
 21.02.17
Date


Emma Carlton-Smith


 21.02.17
Date


Beth Christian Gilbey

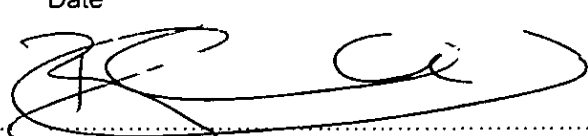
 21.02.17
Date


Thomas Martin as trustee of the KH Martin Will Trust

 21.02.17
Date


Emma Carlton-Smith as trustee of the KH Martin Will Trust

 21.02.17
Date


Beth Christian Gilbey as trustee of the KH Martin Will Trust

 21.02.17
Date



Rex Newman as trustee of the KH Martin Will Trust

21.02.17

Date



Thomas Martin as trustee of the Peter Martin Children's Settlement

21.02.17

Date



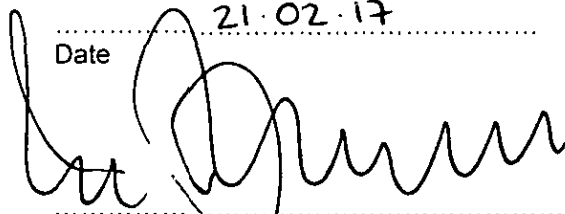
Emma Carlton-Smith as trustee of the Peter Martin Children's Settlement Trust



Beth Christian Gilbey as trustee of the Peter Martin Children's Settlement

21.02.17

Date



Rex Newman as trustee of the Peter Martin Children's Settlement Trust

21.02.17

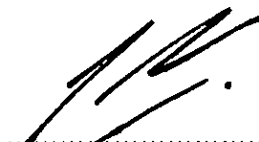
Date



Emma Carlton-Smith as trustee of the Kathleen Hilda Martin Family Settlement

21.02.17

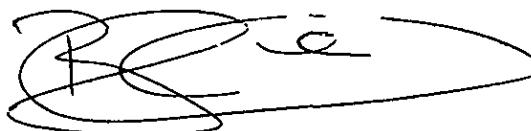
Date



Thomas Martin as trustee of the Kathleen Hilda Martin Family Settlement

21.02.17

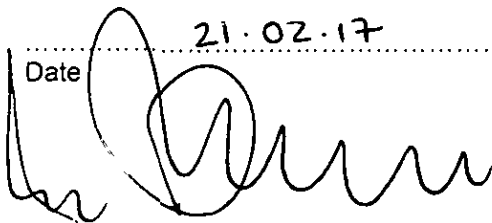
Date



Beth Christian Gilbey as trustee of the Kathleen Hilda Martin Family Settlement

21.02.17

Date



Rex Newman as trustee of the Kathleen Hilda Martin Family Settlement

21.02.17

Date



Thomas Martin as trustee of the GH Martin Family Settlement

21.02.17

Date



Emma Carlton-Smith as trustee of the GH Martin Family Settlement

21.02.17

Date



Beth Christian Gilbey as trustee of the GH Martin Family Settlement

21.02.17

21.02.17

Date

Thomas Martin

Date

Emma Carlton-Smith

Date

Beth Christian Gilbey

Date

Date

Notes

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it by email or by hand to Paul Nicholson, 36 Walpole Street London SW3 4QS or paul.nicholson@martins-properties.co.uk.
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. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless by 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 us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.