

STANTON BROOK ESTATES LIMITED

Company number: 10436723

Registered office address: 136 Melton Road, Stanton-on-the-Wolds, Keyworth, Nottingham, NG12 5BQ

WRITTEN SHAREHOLDERS' RESOLUTION

CIRCULATION DATE: 19th June 2018

SPECIAL RESOLUTION 1

That the articles of association of the Company be amended by the insertion of new clause 22A, namely:

That the A Ordinary shares, B Ordinary Shares and C Ordinary Shares in the capital constitute a separate class of share and have the following rights and restrictions attached:

- A right to receive notice of and attend at general meetings of the Company and a right to vote;
- A right to a return of capital on liquidation;
- No right of redemption; and
- A right to receive a dividend and to be considered separately by the Directors of the Company in deciding whether a dividend should be paid.

SPECIAL RESOLUTION 2

That 33 existing Ordinary Shares be redesignated as 33 A Ordinary Shares.

SPECIAL RESOLUTION 3

That 34 existing Ordinary Shares be redesignated as 34 B Ordinary Shares.

SPECIAL RESOLUTION 4

That 33 existing Ordinary Shares be redesignated as 33 C Ordinary Shares.

SATURDAY



A25 *A7ANVWMG* 21/07/2018 #286
COMPANIES HOUSE

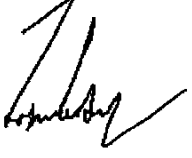
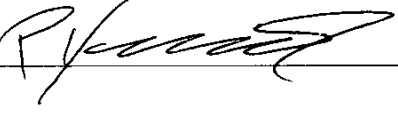
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AGREEMENT

We, being eligible members of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on these Resolutions, agree that these Resolutions be so passed and agree that they shall be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

Name	Signature	Date
Jonathan Banks		19th June 2018
Paul Yeomans		19th June 2018
Rushcliffe Land and Property Ltd		

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Name


Signature

Date

Jonathan Banks

Paul Yeomans

Rushcliffe Land and Property
Ltd



21/6/18

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MINUTES OF MEETING OF THE DIRECTORS

Date held: 19th June 2018

Held at: 136 Melton Road
Stanton-on-the-Wolds
Keyworth
Nottingham
NG12 5BQ

Present: Jonathan Banks (Director)
Paul Yeomans (Director)

1. CHAIRPERSON

Jonathan Banks was appointed chairperson of the meeting.

2. NOTICE AND QUORUM

The chairperson reported that sufficient notice of the meeting had been duly given and that a quorum was present. The chairperson declared that the meeting was open.

3. INTERESTS IN PROPOSED TRANSACTIONS

Each director present declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 ("CA 2006") and the Company's articles of association.

It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.



A25

21/07/2018
COMPANIES HOUSE

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4. BUSINESS OF THE MEETING

It was proposed that the company put into place a new capital structure and so the business of the meeting was to consider and, if thought fit, approve:

- a) The circulation of a written resolution ("written resolution") to obtain certain shareholder approvals in connection with the proposed change to the capital structure, namely to:
 - i) adopt new articles of association ("New Articles");
 - ii) create a new class of B Ordinary shares;
 - iii) create a new class of C Ordinary shares;
 - iv) redesignate 33 existing Ordinary shares into 33 A Ordinary shares;
 - v) redesignate 34 existing Ordinary shares into 34 B Ordinary shares; and
 - vi) redesignate 33 existing Ordinary shares into 33 C Ordinary shares

5. APPROVAL AND CIRCULATION OF WRITTEN RESOLUTION

- a) After due consideration of the Written Resolution, **it was resolved:**
 - i) that the Written Resolution would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the CA2006;
 - ii) to approve the Written Resolution in the form produced to the meeting; and
 - iii) to send the Written Resolution to every eligible member of the Company and to any auditors.
- b) The meeting was adjourned so that the Written Resolution could be submitted to the members of the Company and any auditors. The meeting reconvened whereupon the chairperson reported that the Written Resolution had been passed.

6. FILING

The chairperson gave instructions for all necessary and appropriate entries in the books and registers of the Company to be made and for the necessary forms and documents to be filed at Companies House.

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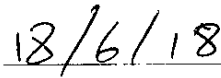
7. CLOSE

There being no further business the meeting was closed.

Signed:

A handwritten signature in black ink, appearing to be 'R. J. ...', written over a horizontal line.

Dated:

A handwritten date '18/6/18' in black ink, written over a horizontal line.