

Company Number: 11554352

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

SHELBY DEVELOPMENTS LTD (the "Company")

CIRCULATION DATE: 30 March 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company hereby propose that the following resolution be passed as ordinary and special resolutions (the "Resolutions"):

ORDINARY RESOLUTIONS

1. **THAT** in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to a maximum aggregate nominal value of £100 consisting of 50 A ordinary shares of £1.00 each and 50 B ordinary shares of £1.00 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary from the date of this resolution.
2. **THAT** the 1 ordinary share of £1.00 each in the capital of the Company registered in the name of Hatchbury Limited be reclassified into 1 A ordinary shares of £1.00 each in the capital of the Company having the rights attached to them in the articles of association.

SPECIAL RESOLUTION

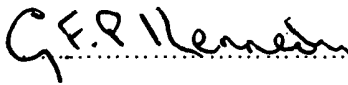
3. **THAT** the new articles of association produced to the meeting and marked "A" be adopted in substitution for and to the exclusion of the Company's existing articles of association.



AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on the circulation date stated above, hereby irrevocably agree to the Resolutions:

A handwritten signature in black ink, appearing to read "G.F. Hennessy", written over a horizontal dotted line.

For and on behalf of Hatchbury Limited

NOTES

1. If you agree to the Resolutions, 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:

- By Hand: delivering the signed copy to the registered office of the Company.
- Post: returning the signed copy by post to the registered office of the Company.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, prior to 28 days from the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, 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.