

Company number: 11893266

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AGILE PROPERTY AND HOMES LIMITED
(the "**Company**")

20 August 2021 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company ("**Directors**") have proposed that the following resolutions be passed, resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions (the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £130.00 and A ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £12.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed 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 ordinary shares and/or A ordinary 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.

SPECIAL RESOLUTIONS







2. **THAT**, the articles of association annexed to this written resolution (the "**New Articles**") be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
3. **THAT**, the pre-emption provisions set out in the New Articles and any other pre-emption provisions contained in any shareholders' agreement relating to the Company or under the Act be and are hereby disapplied in respect of the allotment of ordinary shares of £0.001 each in the capital of the Company and the allotment of A ordinary shares of £0.001 each in the capital of the Company each up to a maximum nominal amount equal to the amount stated in Resolution 1 above.










IMPORTANT:







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



The undersigned, being persons entitled to vote on the resolution on the Circulation Date hereby irrevocably agree to the Resolutions:

| Name | Signature | Date |
|------------------------|--|------------|
| Raymonde Adams |  Craig White, as duly appointed attorney | 20 08 2021 |
| John Aldersey-Williams |  Craig White, as duly appointed attorney | 20 08 2021 |
| Piers Clark |  Craig White, as duly appointed attorney | 20 08 2021 |
| Andrew Cocks |  Craig White, as duly appointed attorney | 20 08 2021 |
| Jason Eames |  Craig White, as duly appointed attorney | 20 08 2021 |
| Steven Edrich | | |
| Charles Fallon | | |
| Linda Farrow | | |
| Matthew Farrow |  Craig White, as duly appointed attorney | 20 08 2021 |


| | | |
|-------------------------|---|------------|
| Lauren Frearson |  Craig White, as duly appointed attorney | 20 08 2021 |
| Guy Harris |  Craig White, as duly appointed attorney | 20 08 2021 |
| Eleanor Lasota |  Craig White, as duly appointed attorney | 20 08 2021 |
| Michael Moore |  Craig White, as duly appointed attorney | 20 08 2021 |
| Robert Moore |  Craig White, as duly appointed attorney | 20 08 2021 |
| Aled Phillips |  Craig White, as duly appointed attorney | 20 08 2021 |
| Stephen Smith |  Craig White, as duly appointed attorney | 20 08 2021 |
| James Stewart |  Craig White, as duly appointed attorney | 20 08 2021 |
| Paul Strasburger |  Craig White, as duly appointed attorney | 20 08 2021 |

| | | |
|-------------------|--|----------------|
| James Taylor |  Craig White, as duly appointed attorney | 20 08 2021 |
| Melvin Taylor |  Craig White, as duly appointed attorney | 20 08 2021 |
| Wayner Turner |  Craig White, as duly appointed attorney | 20 08 2021 |
| Craig White |  | 23 August 2021 |
| Finlay White | | |
| Rick Willmott | | |
| Matthew Wiltshire |  Craig White, as duly appointed attorney | 20 08 2021 |
| Martin Wood |  Craig White, as duly appointed attorney | 20 08 2021 |

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and scanning and returning the signed version electronically to Stephen Smith at stephen.smith@agile.property or by post to Stephen Smith at Agile Property and Homes Limited, c/o Bishop Fleming LLP, 10 Temple Back, Bristol BS1 6FL.
2. 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.

3. The Resolutions are passed on the date and time that the Company receives the agreement of 75% by nominal value of all Shares held by Shareholders.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless, within the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
6. 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.

| | | |
|--------------------------|---|------------------------------------|
| Paul Strasburger | | |
| James Taylor | | |
| Melvin Taylor | | |
| Wayner Turner | | |
| Craig White | | |
| Finlay White |  | 23rd August 2021 |
| Rick Willmott | | |
| Matthew Wiltshire | | |
| Martin Wood | | |

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and scanning and returning the signed version electronically to Stephen Smith at stephen.smith@agile.property or by post to Stephen Smith at Agile Property and Homes Limited, c/o Bishop Fleming LLP, 10 Temple Back, Bristol BS1 6FL.
2. 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.
3. The Resolutions are passed on the date and time that the Company receives the agreement of 75% by nominal value of all Shares held by Shareholders.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless, within the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
6. 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.

The undersigned, being persons entitled to vote on the resolution on the Circulation Date hereby irrevocably agree to the Resolutions:

| Name | Signature | Date |
|------------------------|----------------------|----------|
| Raymonde Adams | | |
| John Aldersey-Williams | | |
| Piers Clark | | |
| Andrew Cocks | | |
| Jason Eames | | |
| Steven Edrich | <i>Steven Edrich</i> | 20-08-21 |
| Charles Fallon | | |
| Linda Farrow | | |
| Matthew Farrow | | |
| Lauren Frearson | | |
| Guy Harris | | |
| Eleanor Lasota | | |
| Michael Moore | | |
| Robert Moore | | |
| Aled Phillips | | |
| Stephen Smith | | |
| James Stewart | | |

Company number: 11893266

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AGILE PROPERTY AND HOMES LIMITED
(the "Company")

20 August 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company ("Directors") have proposed that the following resolutions be passed, resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions (the "Resolutions").

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £130.00 and A ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £12.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed 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 ordinary shares and/or A ordinary 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.

SPECIAL RESOLUTIONS

2. THAT, the articles of association annexed to this written resolution (the "New Articles") be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
3. THAT, the pre-emption provisions set out in the New Articles and any other pre-emption provisions contained in any shareholders' agreement relating to the Company or under the Act be and are hereby disapplied in respect of the allotment of ordinary shares of £0.001 each in the capital of the Company and the allotment of A ordinary shares of £0.001 each in the capital of the Company each up to a maximum nominal amount equal to the amount stated in Resolution 1 above.

IMPORTANT:

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



The undersigned, being persons entitled to vote on the resolution on the Circulation Date hereby irrevocably agree to the Resolutions:

| Name | Signature | Date |
|------------------------|-----------------------|-------------|
| Raymonde Adams | | |
| John Aldersey-Williams | | |
| Piers Clark | | |
| Andrew Cocks | | |
| Jason Eames | | |
| Steven Edrich | | |
| Charles Fallon | <i>Charles Fallon</i> | 20. 8. 2024 |
| Linda Farrow | | |
| Matthew Farrow | | |
| Lauren Frearson | | |
| Guy Harris | | |
| Eleanor Lasota | | |
| Michael Moore | | |
| Robert Moore | | |
| Aled Phillips | | |
| Stephen Smith | | |
| James Stewart | | |

CF

| | | |
|--------------------------|--|--|
| Paul Strasburger | | |
| James Taylor | | |
| Melvin Taylor | | |
| Wayner Turner | | |
| Craig White | | |
| Finlay White | | |
| Rick Willmott | | |
| Matthew Wiltshire | | |
| Martin Wood | | |

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and scanning and returning the signed version electronically to Stephen Smith at stephen.smith@agile.property or by post to Stephen Smith at Agile Property and Homes Limited, c/o Bishop Fleming LLP, 10 Temple Back, Bristol BS1 6FL.
2. 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.
3. The Resolutions are passed on the date and time that the Company receives the agreement of 75% by nominal value of all Shares held by Shareholders.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless, within the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
6. 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.

CS

Company number: 11893266

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AGILE PROPERTY AND HOMES LIMITED
(the "Company")

20 August 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company ("Directors") have proposed that the following resolutions be passed, resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions (the "Resolutions").

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £130.00 and A ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £12.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed 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 ordinary shares and/or A ordinary 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.


SPECIAL RESOLUTIONS

2. **THAT**, the articles of association annexed to this written resolution (the "New Articles") be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
3. **THAT**, the pre-emption provisions set out in the New Articles and any other pre-emption provisions contained in any shareholders' agreement relating to the Company or under the Act be and are hereby disapplied in respect of the allotment of ordinary shares of £0.001 each in the capital of the Company and the allotment of A ordinary shares of £0.001 each in the capital of the Company each up to a maximum nominal amount equal to the amount stated in Resolution 1 above.

IMPORTANT:

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

The undersigned, being persons entitled to vote on the resolution on the Circulation Date hereby irrevocably agree to the Resolutions:

| Name | Signature | Date |
|------------------------|---|-----------|
| Raymonde Adams | | |
| John Aldersey-Williams | | |
| Piers Clark | | |
| Andrew Cocks | | |
| Jason Eames | | |
| Steven Edrich | | |
| Charles Fallon | | |
| Linda Farrow |  | 20/8/2021 |
| Matthew Farrow | | |
| Lauren Frearson | | |
| Guy Harris | | |
| Eleanor Lasota | | |
| Michael Moore | | |
| Robert Moore | | |
| Aled Phillips | | |
| Stephen Smith | | |
| James Stewart | | |

| | | |
|--------------------------|--|--|
| Paul Strasburger | | |
| James Taylor | | |
| Melvin Taylor | | |
| Wayner Turner | | |
| Craig White | | |
| Finlay White | | |
| Rick Willmott | | |
| Matthew Wiltshire | | |
| Martin Wood | | |

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and scanning and returning the signed version electronically to Stephen Smith at stephen.smith@agile.property or by post to Stephen Smith at Agile Property and Homes Limited, c/o Bishop Fleming LLP, 10 Temple Back, Bristol BS1 6FL.
2. 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.
3. The Resolutions are passed on the date and time that the Company receives the agreement of 75% by nominal value of all Shares held by Shareholders.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless, within the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
6. 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.