

SUPERMARKET INCOME INVESTMENTS UK (MIDCO6) LIMITED
(Registered number 12858267)
(the “Company”)

1 Background

- 1.1 The purpose of the resolution was to consider and, if thought fit, approve a proposal to reduce the Company’s share premium account (the “Proposed Reduction”) so as to increase the Company’s distributable reserves.

2 Proposed Reduction

- 2.1 Under the Proposed Reduction, the Company would:

2.1.1 cancel its entire share premium account; and

2.1.2 credit the amount so reduced to a reserve.

- 2.2 It was noted that, to effect the Proposed Reduction, the following steps were required:

2.2.1 the Proposed Reduction must be approved by a special resolution of the Company (the “Special Resolution”);

2.2.2 the Special Resolution must be supported by a statement (the “Solvency Statement”), signed by the Company’s director, that the director has formed the opinion that:

2.2.2.1 as regards the Company’s situation at the date of the Solvency Statement, there is no ground on which the Company could then be found unable to pay (or otherwise discharge) its debts and;

2.2.2.2 (on the basis that there is no intention to commence the winding up of the Company within 12 months of the date of the Solvency Statement), the Company will be able to pay (or otherwise discharge) its debts (if any) as they fall due during the year immediately following that date;

2.2.3 the Company’s director would be required to sign a statement confirming that the Solvency Statement was made not more than 15 days before the date on which the Special Resolution was passed and was provided to the Company’s members in accordance with s.642(2) Companies Act 2006 (the “Statement of Compliance”); and

2.2.4 copies of the Special Resolution, the Solvency Statement, the Statement of Compliance and a statement of the Company’s share capital reflecting the Proposed Reduction (the “Statement of Capital”) must be filed at Companies House (where they will be publicly available for inspection), together with the relevant fee .

- 2.3 The director considered drafts of the Special Resolution (which it was proposed be circulated by way of written resolution), the Solvency Statement, the Statement of Compliance and the Statement of Capital (the “Documents”).

3 Review

- 3.1 The director carefully considered the basis for the Proposed Reduction and the terms of each Document in detail.

- 3.2 It is a criminal offence for a director to sign the Solvency Statement without having reasonable grounds for the opinions expressed in it and to deliver that statement to the Registrar of Companies for filing, and that a director found guilty of this offence may be subject to up to two years imprisonment or a fine or both .
- 3.3 If the director signed the Solvency Statement without holding or having reasonable grounds for the opinions expressed in it, the statement may be invalid, with the consequence that the Proposed Reduction would be unlawful or ineffective.
- 3.4 In forming the opinions set out in the Solvency Statement, the director must take into account all of the Company's liabilities (including any contingent or prospective liabilities).

4 Resolutions

- 4.1 After due and careful consideration of the Documents and having regard to the likely consequences of decisions for the long term interests of the Company and to other matters to which the director was required to have regard, IT WAS RESOLVED THAT:
- 4.1.1 the Proposed Reduction be and is approved;
- 4.1.2 the form of the Solvency Statement be and is approved and shall be signed by the director;
- 4.1.3 the Special Resolution be and is approved for despatch to, accompanied by the Solvency Statement, with a copy to the Company's auditors at the same time;
- 4.1.4 the form of Statement of Capital and form of Statement of Compliance be and are approved and, provided the Special Resolution is duly passed, the director or the company secretary be and is authorised to sign the Statement of Capital, the director shall sign the Statement of Compliance and copies of those documents shall be filed with the Registrar of Companies ;
- 4.1.5 the director or the secretary of the Company be and is hereby authorised to agree and execute all other relevant documents on behalf of the Company and to take all such actions as may be necessary or desirable in connection with the Proposed Reduction; and
- 4.1.6 the director or the secretary of the Company be and is hereby authorised to issue and certify as a true, complete and up-to-date copy, a copy of the written resolution and to certify from time to time that each of the resolutions contained in it has not been amended, varied, modified or revoked and is in full force and effect.

Signed by the Sole Director of the Company

DocuSigned by:

361A4B7F9B22422.....

Jonathan Austen

Date: 1 July 2022

Company No. 12858267

SUPERMARKET INCOME INVESTMENTS UK (MIDCO6) LIMITED

WRITTEN RESOLUTION OF SUPERMARKET INCOME INVESTMENTS UK (MIDCO6)
LIMITED (THE "COMPANY") PURSUANT TO S.281 AND PART 13 CHAPTER 2
COMPANIES ACT 2006

In accordance with Part 13 Chapter 2 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution.

SPECIAL RESOLUTION

That, conditional on this resolution being passed on or before 1 July 2022:

- 1 the Company's share premium account be cancelled; and
- 2 the amount so reduced be as a repayment of capital credited to a reserve and treated as realised profits.

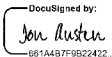
Agreement to written resolution

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

The undersigned, being the sole person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the written resolution.

Corporate members

Signed by Jonathan Austen

Signature 

for and on behalf of

SUPERMARKET INCOME REIT PLC

Date: 1 July 2022

Company No. 12858267

RESOLUTIONS

-of-

SUPERMARKET INCOME INVESTMENTS UK (MIDCO6) LIMITED

(the "Company")

In accordance with Part 13 Chapter 2 Companies Act 2006, the following resolution was passed as a written resolution on 1 July 2022.

SPECIAL RESOLUTION

That:

- 1 the Company's share premium account be cancelled; and
- 2 the amount so reduced be as a repayment of capital credited to a reserve and treated as realised profits.

DocuSigned by:
Jon Austin
081A4B7F9B22422

.....
Director/Company Secretary