

Company Number 13685137

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**ELLIOTT HARPER PROPERTIES LTD (Company)**

28/02/ 2024 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company propose that shareholder resolution 1 is passed as an ordinary resolution and shareholder resolutions 2 and 3 are passed as special resolutions (**Resolutions**). For the purpose of these Resolutions, the term **Documents** has the meaning given to it in the board resolutions where these Resolutions were considered (the **Board Resolutions**).

**ORDINARY RESOLUTION**

1. THAT the entry by the Company into the Documents, and each action taken in connection with the Company's entry into the Documents by the officer of the Company prior to the date of these Resolutions, is hereby ratified, confirmed, approved and adopted as being actions of the Company.

**SPECIAL RESOLUTIONS**

2. **THAT** article 7(2) is deleted in its entirety and replaced with the following new article 7(2):

*If—*

*(a) the company only has one director, and (b) no provision of the articles requires it to have more than one director,*

*(i) the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making; and*

*(ii) the director may (for so long as that person remains the sole director) exercise all the powers conferred on the directors by the articles by any means permitted under the Companies Act 2006.*

- 3 **THAT** article 11(2) is deleted in its entirety and replaced with the following new article 11(2):

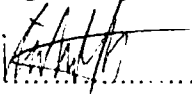
*The quorum for directors' meetings may be fixed from time to time by a decision of the directors and, unless otherwise fixed, it is two, provided that, if and for so long as there is only one director, the quorum shall be one.*

## **AGREEMENT**

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

**Signed by Kieron Mark Whitfield**

  
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Date: 28/2/24  
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## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 or post:** delivering the signed copy to 22 Buckingham Road, Countesthorpe, Leicester, England, LE8 5QD; or

**By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [david.eder@haroldbenjamin.com](mailto:david.eder@haroldbenjamin.com). Please enter "Elliott Harper Properties Ltd : Special Resolution Amending Articles" in the e-mail subject box.

If you do not agree to all of 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 sufficient agreement has been received within 28 days of the Circulation Date for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us during the specified period. For the avoidance of doubt, the 28 day period includes the Circulation date itself and the 28th day.
4. 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.