

Company No: SC062810

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BQ FARMS LIMITED

("the Company")

29 April 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution ("**Written Resolution**") by the members of the Company.

**SPECIAL RESOLUTION**

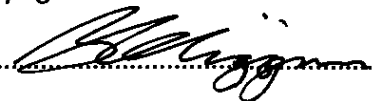
"the members agree to the company not undergoing an audit for the financial year ended 31 October 2018 in accordance with the audit exemption rules of section 479A Companies Act 2006. The company has received confirmation from The MDS Estates Ltd, the ultimate parent undertaking of the company, that it will provide the requisite guarantee under section 479C Companies Act 2006."

**AGREEMENT**

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

We, Buccleuch Estates Ltd, the sole member of the Company entitled to vote on the Resolution on 29 April 2019, hereby irrevocably agree to the Resolution:

Signed by Director, for and on behalf of  
Buccleuch Estates Ltd

.....

Date

.....29th April 2019.....

COMPANIES HOUSE  
EDINBURGH

17 JUL 2019

FRONT DESK

WEDNESDAY



\*S89XC4VF\*  
SCT 17/07/2019 #358  
COMPANIES HOUSE

## NOTES

1. If you agree to the resolution, 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 Buccleuch Property, 27 Silvermills Court, Henderson Place Lane, Edinburgh, EH3 5DG;
- **Post:** returning the signed copy by post to Buccleuch Property, 27 Silvermills Court, Henderson Place Lane, Edinburgh, EH3 5DG;

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, by 21 May 2019, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on 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.

**PRIVATE COMPANY LIMITED BY SHARES  
BQ FARMS LIMITED  
COMPANY NUMBER SC062810**

Minutes of a meeting of the board of directors of BQ Farms Limited (the "**Company**") held on 29 April 2019.

<b>PRESENT:</b>	<b>NAME</b>	<b>POSITION</b>
	Michael James McGrath	Company Secretary
	Jonathan Scott Alexander	Director
	James Alexander Kenneth MacLeod	Director

**1. Chairman**

Jonathan Scott Alexander was appointed chairman of the meeting.

**2. Notice and quorum**

The chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairman declared the meeting open.

**3. Declarations of interest**

3.1 Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

3.2 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, subject to any restrictions imposed under the Company's articles of association.

**COMPANIES HOUSE  
EDINBURGH**

**17 JUL 2019**

**FRONT DESK**



SCT \*S89XC4SJ\* 17/07/2019 #345  
COMPANIES HOUSE

**4. Audit exemption**

**4.1 The Board received and considered –**

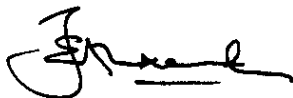
- Form AA06 – the statement from the parent undertaking that it guarantees the subsidiary under section 479C of the Companies Act 2006 with respect to BQ Farms Limited.

**4.2 After careful consideration it was resolved that:**

- All members of the subsidiary company BQ Farms Limited agree to the audit exemption in accordance with section 479a (audit exemption) for the year to 31 October 2018,
- That Form AA06 be approved, and
- That any director be authorised to sign the form AA06 on behalf of BQ Farms Limited

**5. Close**

There being no further business the chairman declared the meeting closed.



.....  
Chairman

29 April 2019

.....  
29 April 2019