

Company number SC172876
PRIVATE COMPANY LIMITED BY SHARES
GRYFFE RESIDENTIAL LIMITED ("Company")
21 April 2020 ("Circulation Date")

At ~~Aberdeen~~ on 20/05/2020
Certified as a true copy of the original.
Original examined by me
Danny Anderson
Solicitor and Notary Public
59 Bon Accord Crescent
Aberdeen
AB11 6DN



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

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended as follows:-

- Article 3 to be amended to:-

"The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly. Provided always that the lien conferred by this Article 3 shall not attach to any shares transferred pursuant to Article 15."

- Inserting new Article 15

"Article 15. Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

(i) to Andrew's Homes (Aberdeen) Limited (SC043273) ("Andrew's Homes") and / or Deevale Investments Limited (SC064747) ("Deevale") to the extent that such shares have been pledged, mortgaged or charged by way of security, or to Andrew's Homes and / or Deevale, or any nominee of Andrew's Homes and / or Deevale, pursuant to any such security;

(ii) executed by Andrew's Homes and / or Deevale or its nominee pursuant to the power of sale or other power under any such security;

(iii) executed by a receiver or manager appointed by or on behalf of Andrew's Homes and / or Deevale or its nominee, under any such security,

And furthermore, notwithstanding anything to the contrary contained in these Articles:

(i) no transferor of any shares in the Company or proposed transferor of such shares to Andrew's Homes and / or Deevale or to its nominee;

(ii) no Andrew's Homes and / or Deevale or its nominee; and



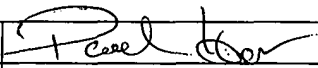
(iii) no receiver or manager appointed by or on behalf of Andrew's Homes and / or Deevale or its nominee,

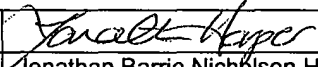
shall be required to offer the shares which are or are to be the subject of any such transfer to the Members for the time being of the Company of any of them, and no such Member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

AGREEMENT

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

I the undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to all of the Resolution:

Signature	
Print Name	Paul Andrew Eden Harper
Date	21 / 4 / 20

Signature	
Print Name	Jonathan Barrie Nicholson Harper
Date	21 / 4 / 20

Signature	
Print Name	Kaye Irene Duncan
Date	

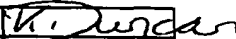
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Signature	
Print Name	Paul Andrew Eden Harper
Date	

Signature	
Print Name	Jonathan Barrie Nicholson Harper
Date	

Signature	
Print Name	Kaye Irene Duncan
Date	21 / 04 / 20

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 or post:** delivering the signed copy by hand or by post to Ritchie Whyte at Aberdeen Considine & Co, 7-9 Bon Accord Crescent, Aberdeen AB11 6DN.
 - **Fax:** faxing the signed copy to 01224 337466 marked "For the attention of Ritchie Whyte".
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to rwhyte@acandco.com. Please enter "Written resolution – Gryffe" in the e-mail subject box.

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.

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 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to rwhyte@acandco.com. Please enter "Written resolution – Thistle Investments" in the e-mail subject box.

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 28 days from the Circulation Date, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
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.