

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**MILLER HOMES HOLDINGS LIMITED**

**(Registered No. SC255430)**

**(the "Company")**

Notice is hereby given that in accordance with Chapter 2 of Part 13 of the Companies Act 2006, on 5 October 2017 the following resolution was passed by the shareholders of the Company as a special resolution by way of a written resolution:

**"SPECIAL RESOLUTION**

"THAT the articles of association of the Company (the "**Articles**") be amended by the insertion of a new article 71, being:

"71. Notwithstanding anything contained in these Articles, any pre-emption rights conferred on existing members by these Articles shall not apply and the Company and the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

- (a) is to any Secured Party; or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security.

Furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

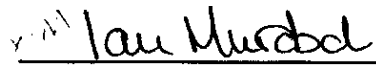
For the purposes of this Article, "Secured Party" means any bank, financial institution, trust, fund or other entity or person to which a security interest has been granted over the shares in the Company, or any agent, security agent, nominee, receiver or other entity acting on its behalf.

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Party."

WEDNESDAY



SCT \*S6GUS523\* #108  
11/10/2017  
COMPANIES HOUSE

A handwritten signature in black ink, appearing to read 'Ian Murdoch', is written over a horizontal line.

For and on behalf of Miller Homes  
Holdings Limited

Date: 5 October

2017