

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

THURSDAY



SA9A8KC9
SCT 22/07/2021 #40
COMPANIES HOUSE

CRAIGROSSIE PROPERTIES (NO.1) LIMITED

(the "Company")

(Registered in Scotland No. SC382573)

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution has been duly passed as a special resolution of the Company on15 July..... 2021:

SPECIAL RESOLUTION

1. THAT the one ordinary share of £1.00 in the issued capital of the Company (held by Craigrossie Properties Limited) be sub-divided into two ordinary shares of 50 pence each and then: (i) one of those ordinary shares of 50 pence be further subdivided into 150 ordinary shares of $\frac{1}{3}$ pence each, and (ii) the other of those ordinary shares of 50 pence be converted into, and re-designated as a preference share of 50 pence in the capital of the Company (the "Preference Share"), having the following rights and restrictions attaching to it:

Voting rights

- (a) the Preference Share shall not carry any right to receive notice of, attend or vote at any general meeting of the Company or to vote on any written resolution of the members of the Company;

Dividend rights

- (b) the Preference Share shall only entitle its holder to the dividends referred to in sub-paragraphs (b)(i) to (b)(iii) below (and not any other dividends declared or paid by the Company). In those paragraphs, any reference to profits shall be to the amount of any realised profits after the deduction of any applicable taxes due on such profits by the Company. To the extent not previously utilised and to the extent then applicable, the Company shall however apply the tax losses which have accrued as at the date of this resolution against any such profits in order to reduce the amount of any such tax. When calculating the amount of the profits or losses attributable to each of the various assets of the Company: (i) the board shall allocate on a fair and reasonable basis the general and administrative fees, costs and expenses incurred by the Company amongst those assets; (ii) any costs, fees and expenses reasonably and properly incurred in connection with any given asset (including, without limitation, those relating to any development, promotion and sale activities) will be allocated exclusively to the asset to which they relate; and (iii) the costs incurred in respect of the Maddiston, Falkirk asset, in the period ending on the date of the passing of this resolution shall be deemed to be £171,094.91 (and that figure together with any future costs allocated to the Maddiston, Falkirk asset shall be used in the calculation of any profit realised from that asset). The Company shall maintain (in accordance with UK GAAP) books of account which are sufficient to enable the amount of any profits realised or losses suffered by the Company in respect of each of its assets to be determined. Subject to the holder of the Preference Share giving reasonable advance notice to the board, they (and / or their accounting advisers) may inspect those books of account during normal business hours. In addition, the holder of the Preference Share may request (and the Company shall supply) such information relating to the Maddiston, Falkirk asset as the holder of the Preference Shares may from time to time reasonably request. The amount of any such profits shall be determined: (i) at least on an annual basis, within 30 days of the approval by the board of the annual financial statements for the Company; and (ii) where the profits relate to the sale of an asset referred to in paragraphs (b)(i) to (b)(iii) below, within 30 days of the completion of such sale. The percentage share of any such profits to which the holder of the Preference Share shall be entitled shall be as set out in the applicable paragraphs below. Subject to the Company having profits available for distribution, any such dividend which may have accrued shall be paid within: (a) 60 days of the approval by the board of the annual financial statements for the Company; or (b) in respect

of any profit arising on the sale of any such asset, within 60 days of the completion of such sale. The board may however also make interim payments of any such dividend. If the profits of the Company available for distribution to members are insufficient to pay this dividend in full, then the unpaid balance of such dividend shall be payable in priority to any other dividend. No interest shall accrue on any unpaid arrears of this dividend.

(i) **Needhill, Broxden** – the Preference Share shall entitle its holder to:

- i. a dividend equal to 100% of the profits realised by the Company (following the date of this resolution) from its remaining contractual entitlements in respect of this asset; and
- ii. require the Company to distribute the Needhill, Broxden asset to the holder of the Preference Share in specie, subject always to the Company then having sufficient profits available for distribution;

(ii) **Maddiston, Falkirk** – in the event that the Company realises a profit from this asset (during a period set out in column A of the table immediately below), then the Preference Share shall entitle its holder to a dividend equal to the percentage share of such profit (as set out in respect of such period in column B of the table immediately below):

A	B
From the passing of this resolution to the first anniversary of such date (inclusive)	100%
From the expiry of the period immediately above to the second anniversary of the passing of this resolution (inclusive)	83.5%
From the expiry of the period immediately above to the third anniversary of the passing of this resolution (inclusive)	67.5%
Thereafter	50.0%

(iii) **Application of accrued tax losses against profits realised from future assets** – in the event that the Company applies any of the tax losses which have accrued as at the date of this resolution against any profits realised by the Company (during a period set out in column A of the table below) from assets which are acquired by the Company after such date, then the Preference Share shall entitle its holder a dividend equal to the percentage (as set out in respect of such period in column B of the table below) of the tax so saved as a result of the application of such tax losses:

A	B
From the passing of this resolution to the first anniversary of such date (inclusive)	50.0%
From the expiry of the period immediately above to the second anniversary of the passing of this resolution (inclusive)	40.0%
From the expiry of the period immediately above to the third anniversary of the passing of this resolution (inclusive)	30.0%
From the expiry of the period immediately above to the fourth anniversary of the passing of this resolution (inclusive)	20.0%

No such dividend shall accrue in respect of any tax losses applied after the fourth anniversary of the passing of this resolution;

Capital rights

(c) on any winding up of or return of capital by the Company, the Preference Share shall only entitle its holder to receive, in priority to any return to the holders of ordinary shares in the capital of the Company: (i) any unpaid arrears of the preference dividend; and (ii) 50 pence, being the amount of capital paid up on the Preference Share. The Preference Share shall not entitle its holder to participate in any other return;

Transferability

- (d) the Preference Share may only be transferred with the prior consent in writing of both the board and the holders of shares carrying a majority of the voting rights in the Company. Notwithstanding the foregoing, after the Company ceases to own the Needhill, Broxden and / or Maddiston, Falkirk assets and any unpaid arrears of the preference dividend have been paid, the Company may (without obtaining the sanction of the holder of the Preference Share): (i) appoint any person to execute on behalf of the holder of the Preference Shares a transfer of the Preference Shares (and / or an agreement to transfer the same) to the Company or to such other person as the board may determine, in any such case for not more than one penny; and (ii) cancel the Preference Share once so transferred to the Company; and

Consent matters

- (e) until such time as the Company no longer owns the Needhill, Broxden and / or Maddiston, Falkirk assets and also any unpaid arrears of the preference dividend have been paid, the following matters will require the prior consent in writing of the holder of the Preference Share:
- (i) the grant of any security by the Company over any of its interests in or entitlements in respect of Maddiston, Falkirk, provided that no such consent shall be required in respect of any security granted to a bank or other financial institution to secure any lending made available to the Company where the Company has granted a security (which may be subordinated to the security granted to the bank or other financial institution) to the holder of the Preference Share to secure its dividend entitlements pursuant to paragraph (b) above;
 - (ii) the disposal by the Company of any of its interests in or entitlements in respect of either the Needhill, Broxden or Maddiston, Falkirk assets;
 - (iii) any borrowings by the Company which exceed an amount equal to 60% of the net asset value of the Company (as set out in the financial statements of the Company for the then most recently completed financial year of the Company); and
 - (iv) the winding up of the Company other than in the case of insolvency.

Signed 

Full Name Gavin John McCask

Director