

Company number 00892832

THE COMPANIES ACT 2006
WRITTEN SHAREHOLDER RESOLUTION

of

ST. MODWEN DEVELOPMENTS LIMITED

(the "Company")

TUESDAY



ABGTPEK9

A10

15/11/2022

#208

COMPANIES HOUSE

Circulation Date: 4 November 2022

WE, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") to pass the first resolution as a special resolution of the Company (the "Special Resolution") and the second resolution as an ordinary resolution of the Company (the "Ordinary Resolution") together with the Special Resolution, the "Resolutions"):

SPECIAL RESOLUTION

- 1) **THAT**, the draft articles of association (the "New Articles") attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

- 2) **THAT**, with effect from and subject to the adoption of the New Articles, the thirty thousand (30,000) ordinary shares of £1.00 each in the capital of the Company be and are redesignated as:
- i) one (1) A Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
 - ii) ten-thousand (10,000) B1 Class shares of £1.00 in the capital of the Company each with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
 - iii) one (1) B2 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
 - iv) one (1) B3 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
 - v) one (1) B4 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);

- vi) one (1) B5 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- vii) one (1) B6 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- viii) one (1) B7 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- ix) one (1) B8 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- x) one (1) B9 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- xi) one (1) B10 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- xii) one (1) B11 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- xiii) one (1) B12 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- xiv) one (1) B13 Class share of £1.00 in the capital of the Company with attached to it (a) no voting rights, (b) no right of redemption and (c) full dividend and capital distribution rights with regard to distributions related to the assets listed in the corresponding column of Table A, and (d) no distribution rights other than as described more fully in (c);
- xv) with, for the avoidance of doubt, the remaining nineteen-thousand nine-hundred and eighty-seven (19,987) ordinary shares of £1.00 each in the capital of the Company remaining as ordinary shares of £1.00 each in the capital of the Company, each with attached to it (a) the entitlement to one vote in any circumstances and (b) full dividend and capital distribution rights, including on winding up, to all distributions other than any in relation to any of the assets listed in Table A.

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the Resolutions.

The undersigned being the sole eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions above.

SIGNED for and on behalf of St. Modwen Properties Limited

Name: Sarwjit Sambhi

Title:



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Director

NOTES

1. You can choose to agree to the Resolutions or not. If you agree to the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
2. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the Resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the Resolutions to pass then they will lapse.
4. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.