

Company number 06845536

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**NORTHWOOD (MANCHESTER EAST) LIMITED (Company)**

Passed on 31 January 2023

The following resolutions were passed by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006. Resolution 1 below was passed as an ordinary resolution and Resolutions 2 and 3 below were passed as special resolutions:

**ORDINARY RESOLUTION**

**AUTHORITY TO ALLOT**

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (**CA 2006**) (CA 2006), the directors of the Company (or a duly constituted committee of the directors) (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £1,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date of passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors including (for the avoidance of doubt) any authority the articles of association of the Company (**Articles**).

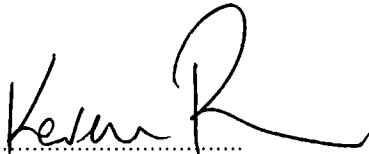
**SPECIAL RESOLUTIONS**

**DISAPPLICATION OF PRE-EMPTION RIGHTS**

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £1000;  
and
- 2.2 expire on the date falling five years from the date of passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
3. **THAT**, subject to the passing of Resolutions 1 and 2 above, all rights of pre-emption of any kind whatsoever and howsoever arising (whether under the Articles or otherwise) in respect of the allotment of equity securities or the grant of Rights up to an aggregate nominal amount of £1000 be dis-applied.

Signed.....



Director