

Company Number: 09214329

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HILLSBOROUGH REGENERATION COMPANY NO 2 LIMITED

(the "Company")

Circulation Date 8th April 2015 (the "**Circulation Date**")

Pursuant to chapter 2 part 13 of the Companies Act 2006, (the "**2006 Act**") the undersigned being the sole eligible member (as defined by section 289 of the 2006 Act) of the Company for this purpose representing all of the total voting rights of all eligible members, signify agreement to and pass the following as a special resolutions of the Company -

SPECIAL RESOLUTIONS

1. Authority to Allot

- 1.1 **THAT**, in accordance with section 551 of the Act, the Directors of the Company be generally and unconditionally authorised to allot 9 ordinary shares of £1 each (the "**Ordinary Shares**") up to an aggregate nominal amount of £9, provided that the authority in this Resolution 1 shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date upon which this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
- 1.2 The authority in this Resolution 1 is in substitution for all previous authorities conferred on the Directors of the Company in accordance with section 551 of the Act

2. Disapplication of Pre-Emption Rights

- 2.1 **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment
- 2.2 **THAT**, subject to the passing of Resolution 1, all rights of pre-emption contained in the Company's Articles of Association or otherwise be and are hereby waived and that the Directors of the Company be and are hereby authorised to exercise all powers of the Company to allot the following shares to the following persons



Name of Allottee	No. of Ordinary Shares	Consideration (£)
Jaguar Estates Limited	1	1
Wortley Developments Limited	2	2
Gina Molinari	2	2
John Sanella	1	1
Anthony Sanella	1	1
Jane Hulley	1	1
Simon Hulley	1	1

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, being the sole member entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolution



Roderic Geoffrey Wadsworth

Dated

8/4/15

NOTES

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to The Griffin, 8 Town End Road, Ecclesfield, Sheffield, South Yorkshire, S35 9YY

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 within 28 days of the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 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