

Company number **10663506**
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SDL ESTATE MANAGEMENT LIMITED (Company)

Circulation Date: **4 December** 2020

Under Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose the following ordinary resolution and special resolutions (**Resolutions**) as indicated below.

ORDINARY RESOLUTION

- 1 THAT the directors are generally and unconditionally authorised in accordance with article 21 of the articles of association of the Company to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares (Rights) up to an aggregate nominal amount of £0.01 for a period of 5 years from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

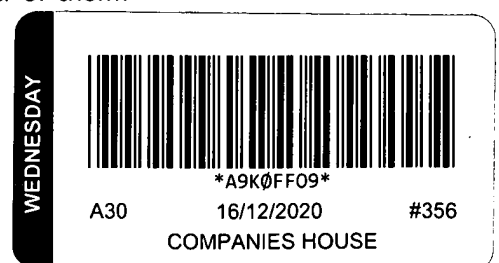
- 2 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.
- 3 THAT the articles of association of the Company be and are hereby amended by the inclusion of the additional new article as the last article of the Company:

“Notwithstanding any other provision of these articles (and without prejudice to any other right of the Company) the Company may issue any share where the amount payable for that share may consist of an undertaking to pay cash to the company at a future date (whether on demand or otherwise) and in that case any share issued in respect of such an undertaking shall be deemed paid up in full”.

AGREEMENT TO THE RESOLUTIONS

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

The undersigned, being the persons entitled to vote on the above Resolutions on the date of circulation of them by the Company, irrevocably votes in favour of them.



**An authorised director
of SDL PROPERTY SERVICES GROUP
LIMITED**

DocuSigned by:
Simon Jackson
Signature

04/12/2020

Date

NOTES

1. You can choose to agree to the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand: delivering the signed copy to the Company's registered office.

Post: returning the signed copy by post to the Company's registered office.

E-mail: by attaching a scanned copy of the signed document to an email and sending it to the directors of the Company.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, 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.