

Company number 02141973

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WALL END FARMS LIMITED (Company)

Circulation Date: 5 February 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 below is passed as a special resolution (together, the **Resolutions**).

ORDINARY RESOLUTIONS

1. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
2. THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

SPECIAL RESOLUTION

3. THAT the issued share capital of the Company be reduced from £100 to £50 by cancelling and extinguishing the 49 ordinary shares of £1 each in the capital of the Company held by David Mighell Botting and the one ordinary share of £1 in the capital of the Company held by Henry Guy Mighell Botting, and the amount by which the share capital is so reduced be repaid to those shareholders by way of the Company issuing 50 ordinary shares of £1 each in its capital to Botting Holdings Limited (company number 12340476), which in consideration shall issue shares in its own capital to David Mighell Botting and Henry Guy Mighell Botting.

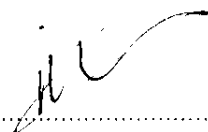
AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by David Mighell Botting

Date

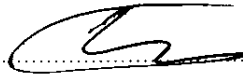

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05/02/2020
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THURSDAY



A09 *A8Y7H10Q* 06/02/2020 #46
COMPANIES HOUSE

Signed by Henry Guy Mighell Botting



Date

05/02/2020

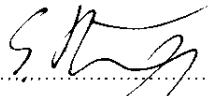
Signed by Mighell James Botting



Date

05/02/2020

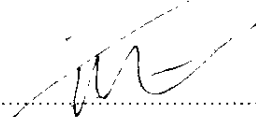
Signed by Simon David Botting



Date

05/02/2020

Signed by David Mighell Botting
(as senior joint holder)



Date

05/02/2020

NOTES

1. You can agree to all of the Resolutions or you can agree to none of them but you cannot agree to some only 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.

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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us during this period.