

Company Number **00603817**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

C.G.PURCHASE & SON LIMITED (Company)

CIRCULATION DATE *6 Janvay* 2017 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

SPECIAL RESOLUTIONS

- 1 THAT the articles of association of the Company be amended by the insertion of a new article 30 as follows

"30 The Company may, by ordinary resolution on the recommendation of the directors, distribute as a dividend in specie any of its property, business, assets and/or rights to the members entitled thereto "

- 2 THAT the articles of association of the Company be further amended by the insertion of a new article 31 as follows

"31 Any distribution by the Company of the shares held by it in the Subsidiary as a dividend in specie will be made only to the holders of the "B" Ordinary Shares as a class (pro rata in accordance with the amounts paid up by them on such shares) to the exclusion of the holders of shares of other classes in the Company and such distribution may be made by the Company to a company in exchange for the issue by that company of shares in the capital of that company to the holders of the "B" Ordinary Shares pro rata to their holdings of "B" Ordinary Shares "

- 3 THAT on the recommendation of the Directors, the Company distribute as a dividend in specie ("dividend in specie") the entire issued share capital of Wilksworth Farm Caravan Park Limited to WFCPH Limited ("Newco") on terms that Newco issues fully paid ordinary shares of £1 each to the holders of the "B" Ordinary Shares in the Company as follows

Name of Shareholder(s)	Ordinary Shares of £1 in Newco to be issued
Mr R D Lovell and Mrs W A Lovell	1024 (including any subscriber share already held)



pursuant to a reorganisation of the Company as described in the application for tax clearance made on behalf of the Company by its solicitors dated 28th September 2016 ("the Reorganisation")

- 4 THAT the dividend in specie, the transfer by the Company of the shares in the Subsidiary to Newco (in the form circulated with such amendments as the Directors may consider appropriate) be and are hereby approved for all purposes
- 5 THAT the Directors are hereby authorised to
 - a attend and vote, and be included in any quorum for, any meeting of the Directors called to consider any resolution or resolutions relating to the Reorganisation, and
 - b agree and sign all documents (whether deeds or otherwise) and do all acts required to implement the dividend in specie and the Reorganisation including the finalisation and completion of the transfer of the shares in the Subsidiary on such terms as they may consider appropriate

AGREEMENT

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

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

<u>Shareholder's name</u>	<u>Signature</u>	<u>Date</u>
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1 Trustees of the J R G 1987 Grandchildren's Trust

Mr I G Purchase

I. G. Purchase

6/1/17

Mr J R G Purchase

J. R. G. Purchase

6/1/17

2 Trustees of the S J Purchase 1987 Grandchildren's Trust

Mr I G Purchase

I. G. Purchase

6/1/17

Mr J R G Purchase

J. R. G. Purchase

6/1/17

3 Mr Ian
George
Purchase

I. G. Purchase

6/1/17

4 Trustees of the IGP
2015 Discretionary Trust

Mr I G Purchase *I.G. Purchase*

6/1/17

Mrs H M Purchase *H.M. Purchase*

6/1/17

5 Mr Simon
George
Purchase

S. Purchase

6/1/17

6 Mr R D Lovell
(Jointly held)

R.D. Lovell

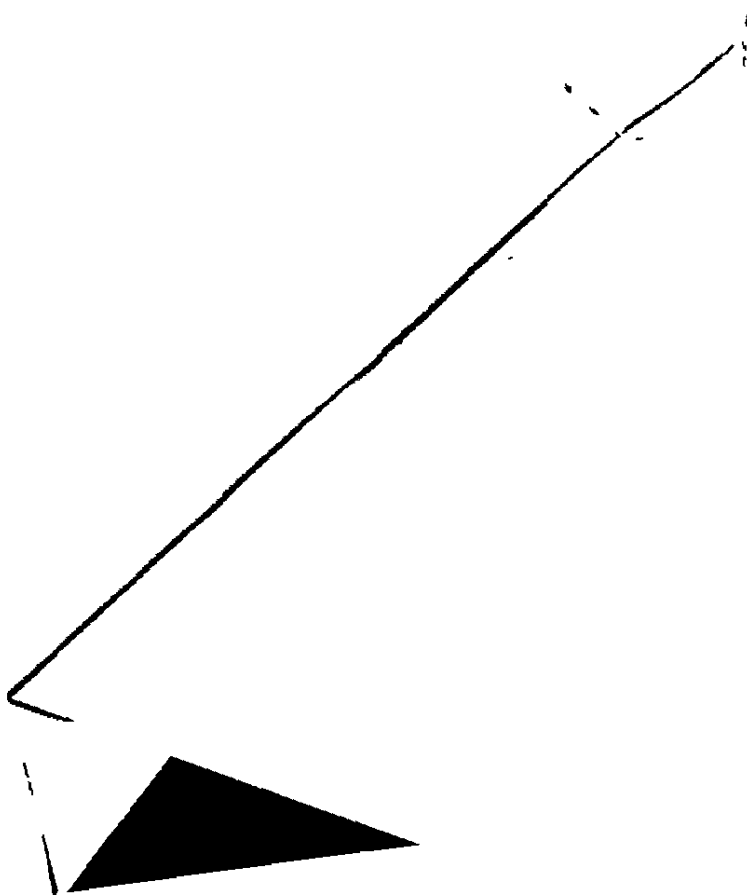
6/1/17

Mrs W A Lovell (Jointly held) *W.A. Lovell*

6/1/17

Notes:

- 1 In order to signify your agreement to the above Resolutions you need to sign on the dotted line above where your name is stated and insert the date of your signature,
- 2 The Resolutions must be signed by the required number of eligible Members on or before the end of the period of 28 days beginning with the Circulation Date,
- 3 Please return the signed and dated Resolutions, if you wish to agree with them, to the Company on or before the end of the period referred to in note 2 above



5/1/1/2
5/1/1/3

5/1/1/4

5/1/1/5
5/1/1/6

