

HEADS OF TERMS

SUBJECT TO FORMAL COUNCIL APPROVAL

SUBJECT TO VALUATION OFFICE AGENCY REVIEW

SUBJECT TO AGREEMENT OF BOUNDARIES AND SITE SURVEY

DEED OF VARIATION

To OPTION AGREEMENT DATED 30 JANUARY 2015 BETWEEN

ISLE OF WIGHT COUNCIL

AND

SOUTH COAST LEISURE LIMITED

Parties:

Isle of Wight Council of County Hall, High Street, Newport, Isle of Wight, PO30 1UD

South Coast Leisure Limited whose registered office is : First Floor, Cross Keys house, Queen Street, Salisbury, Wiltshire, SP1 1EY (company registration number 05019155)

Sellers solicitors:

Peter Swinburn

Partner

Clarke Willmott LLP

Burlington House Botleigh Grange Business Park Hedge End Southampton SO30 2AF

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Sellers agent:

D J Wiggins BSc MRICS, Daniells Harrison Chartered Surveyors, 17 High Street, Newport, Isle of Wight PO30 1SS Tel, 01983 821212. Email: djw@dhcs.co.uk

Buyers solicitors:

Roach Pittis, A P Holmes

60-66 Lugley Street, Newport, PO30 5EU tel: 01983524431 E mail : aph@roachpittis.co.uk

Buyers Agent: Robin A Archer BSc MRICS, Central and Provincial Properties Ltd., Churchgate House, High Street, Fletching, East Sussex, TN22 3SS. Tel 07803 271495 E mail : robinarcher@centprov.com

The Property:

The IWC option land as per the 30th January 2017 Option Agreement as varied as set out below, together with the existing SCL owned land adjacent (as currently occupied by NFC).

Timescale:

As soon as possible.

Principle Terms

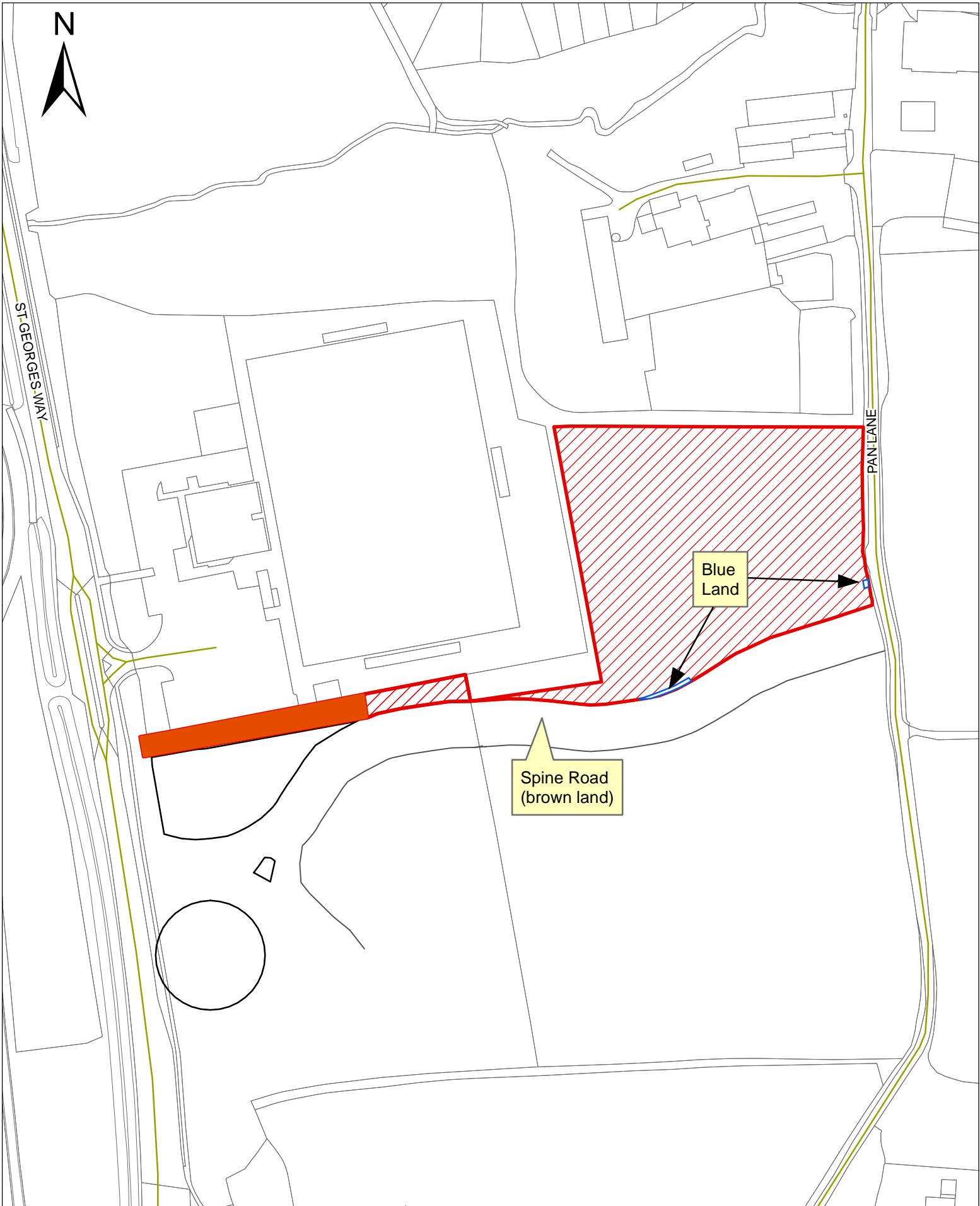
- i. Schedule 3 of TP1 is to be modified to permit uses generally consistent with retail park and trade park developments within the UK. No more than two A1 Food Retail Units will be permitted with no greater Gross Internal Area than 18,800 sq. ft and 11,000 sq ft respectively. However, for the avoidance of doubt, any A1 food retail use within any A1 non-food retail unit including those with an area greater than 18,800 sq ft Gross Internal Area will be permitted where such use is ancillary to the main use and does not exceed 15 % of the unit's Gross Internal Area. Uses within Use Classes TCPA (Use Classes) Order 1987 as amended May 2017, C1 Hotel, C3 Dwelling house and D1 non-residential institution will be prohibited.
- ii. All of The Property is to be retained in a single freehold ownership with no lease granted of any part for a period in excess of 80 years, for a period of 10 years from Completion of the Option, or Practical Completion of the construction of the Development, whichever is the later.
- iii. If the spine road coloured brown has not yet been adopted as a public highway by the time the Option is exercised, the grant of a right of way and the right to bring in incoming services/media/conduits that is enjoyed over the road pursuant to the Option transfer granted in favour of the Property is to be extended to include the football ground.
- iv. Subject to agreement of boundaries and detailed site survey, also applicable to Items v. and vi., the land now to be included in the option is changed from that shown in the original Option Agreement, and is as shown outlined red on the attached SCL Option Plan Version 2 referred to as "The Plan".
- v. The land shown on The Plan coloured orange is to form part of the Property and be transferred under the Option. If this land or any part of it is used for development, circulation or parking purposes the area of land incorporated into the development for these purposes will form part of an additional payment to the seller. The amount due to the seller will be payable on the date the Option is exercised and calculated by reference to its area expressed




as a percentage of the total land area comprised (edged red) within the Option Agreement dated 30 January 2015. This percentage will then be multiplied by the Option Price (incorporating the Indexation provisions) to arrive at the amount of additional payment due. The buyer will be required to provide a new fence at its cost to the south of the orange area and to the north of the attenuation pond hatched in green.

- vi. The areas shown on The Plan (as encroachments) hatched blue are to be transferred by the buyer to the seller at nil consideration.
- vii. The Buyer is to pay the seller's reasonable legal fees in preparing this document up to a maximum of £3,000 plus VAT upon being provided with a valid VAT Invoice from the seller, irrespective of whether this Deed of Variation is completed.

1st September 2017
Daniells Harrison Chartered Surveyors
On behalf of
Isle of Wight Council

Plan For Heads Of Terms For Illustrative Purposes Only



-  SCL Option Land
-  The Orange Land
-  Blue Land
- Two Areas To Transfer ToThe IWC

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