

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
BOWKER PRESTON LIMITED ("COMPANY")**

CIRCULATION DATE: 6TH *SEPTEMBER* 2018 (CIRCULATION DATE)

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the following resolution is proposed as a special resolution of the Company (**Resolution**):

SPECIAL RESOLUTION

THAT the Company's existing articles of association (**Existing Articles**) be amended to:

1. dis-apply regulation 22 of Table A of the First Schedule to the Companies Act 1948; and
2. include the following as a new article 25 of the Existing Articles:

"25 Transfers in Favour of Secured Institutions

25.1 Notwithstanding anything contained in these Articles:

- (a) *the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and*
- (b) *a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not, where in any such case the transfer is or is to be:*
 - (i) *executed by a bank or institution (a **Secured Institution**) to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of a Secured Institution) pursuant to a power of sale under such security;*
 - (ii) *delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;*
 - (iii) *executed by a receiver or manager appointed by or on behalf of any Secured Institution under any such security; or*
 - (iv) *to any such Secured Institution (or to its nominee) pursuant to any such security.*

25.2 *Notwithstanding anything contained in these Articles, a certificate by any officer of a Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.*

25.3 *Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares*



Company Number: 00805059

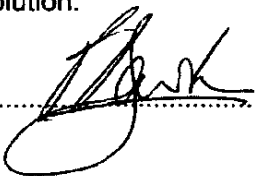
that have been mortgaged, charged or pledged by way of security to a Secured Institution.

AGREEMENT

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

The undersigned being the persons eligible to vote on the above Resolution on the Circulation Date hereby irrevocably agree to the Resolution.

Signed by A. P. Bowker, a
director for and on behalf of **W.H.
BOWKER LIMITED**
Date


.....
11th September 2018.....

NOTES:

1. If you agree to the Resolution, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to the Company's Registered Office; or
 - **Post:** returning the signed copy by post to Company's Registered Office.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. The Resolution set out above will lapse if the required majority of eligible members have not signified their agreement to them within 14 days of the Circulation Date. If you agree to the Resolution please ensure that your agreement reaches us before that date.
5. 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.
6. 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.