

Company number 09869704

COPY RESOLUTIONS

OF

DPDS 1 LIMITED (Company)

Passed on 29 April 2019



The following resolutions were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. **THAT**, the articles of association be altered by deleting article 11 and replacing it with the following new article 11::

11.(1) At a director's meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

11.(2) Subject to article 11(3), the quorum for the directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

11.(3) The minimum number of directors shall be one and, whether there is only one Director of the Company, such Director shall have authority to exercise all powers and discretions expressed to be vested in the Directors generally and make take decision without regard to any of the provision of the articles relating to directors' decision-making and article 11 of the Model Articles shall be modified accordingly.

2. **THAT** the articles of association be altered by the insertion of the following wording as a new article 26 (6):

"Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a Secured Party and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Party; or
- (b) where such transfer is by or on behalf of a Secured Party in favour of any third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact”.

Signed EP UP

The Endeavour Partnership LLP, Solicitors for the Company