

Company No: 10559483

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
RENDESCO5 LIMITED
(the "Company")

Circulation Date: 12th June 2019

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

SPECIAL RESOLUTIONS

1. **THAT** the existing articles of association of the Company (the **Existing Articles**) be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Existing Articles.
2. **THAT**, subject to the approval of the Special Resolution above, the Existing Articles be replaced with the form of articles of association attached to this document and marked "A" for the purposes of identification (the **New Articles**) and that these New Articles take effect in substitution for and to the exclusion of the Existing Articles.

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

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution.

TUESDAY



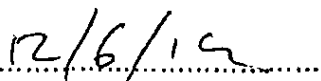
A13 *A8B9WwKG* 06/08/2019 #181
COMPANIES HOUSE

Signed



For and on behalf of
Rendesco Holdings Limited
Sole member of the Company

Date



EXPLANATORY NOTES FOR THE MEMBERS:

NOTES:

1. *If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:*

By Hand: delivering the signed copy to the Company at 41 Rodney Road, Cheltenham, Gloucestershire, GL50 1HX and marking it for the attention of a director.

Post: returning the signed copy by post to the Company at 41 Rodney Road, Cheltenham, Gloucestershire, GL50 1HX and marking it for the attention of a director.

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, by the end of 28 days beginning with 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 before or during this date.*
4. *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.*
5. *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.*

RENDESCO5 LIMITED

Company number 10559483

(the “Company”)

Articles of association of the Company adopted by special resolution on 12 June 2019

1. DEFINITIONS

In the interpretation of these Articles, unless the context otherwise requires, the following definitions shall apply:

“**Articles**” these Articles of Association as amended from time to time;

“**A Share**” an ‘A’ Ordinary Share of £1 of the Company;

“**Model Articles**” the model articles for private limited companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

“**Ordinary Share**” an Ordinary Share of £1 of the Company;

“**Secured Party**” any bank, financial institution or other person in whose favour any such share is charged or mortgaged by a member by way of security

2. MODEL ARTICLES

2.1 The Model Articles as amended prior to the date of adoption of these Articles shall apply to the Company save insofar as they are excluded by or varied in or are otherwise inconsistent with these Articles as amended from time to time.

2.2 Save as otherwise specifically provided in these Articles (and unless the context requires otherwise), words and expressions which are given meanings in the Model Articles shall have the same meanings in these Articles, subject to which (and unless the context requires otherwise) words and expressions which have particular meanings in this Articles.

3. SHARE CAPITAL

3.1 The directors are authorised to designate any ordinary share upon issue or subsequently as an A Share or Ordinary Share.

3.2 The A Shares and Ordinary Shares shall rank pari passu in all respects.

4. SHARE TRANSFERS

4.1 Notwithstanding anything to the contrary contained in the Model Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):

4.1.1 to a Secured Party or that Secured Party’s nominee; or

4.1.2 delivered to the Company for registration by a Secured Party or its nominee in order to perfect its security over any such share; or

4.1.3 executed by a Secured Party, a receiver or manager appointed by or on behalf of any Secured Party or its nominee pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, notwithstanding anything to the contrary in the Model Articles, no transferor or proposed transferor of any such share to a Secured Party or its nominee, and no Secured Party or its nominee nor any receiver or manager appointed by or on behalf of a Secured Party or its nominee, shall in respect of any such transfer be required to offer any such share to any other member and no member shall have any right under the Model Articles to require any such share to be transferred to that member, whether for any valuable consideration or otherwise.

- 4.2 Notwithstanding anything contained in the Model Articles, the Company shall have no lien over any shares which have been mortgaged or charged by way of security to a Secured Party.
- 4.3 Notwithstanding anything contained in the Model Articles, the Company shall not be entitled to send a notice to any member of the Company requiring that member to pay any sum which is payable in respect of the shares which that member holds or to exercise any powers of forfeiture or sale which may flow from the non-payment of any such amounts.