

Company No. 11547939

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF RACZ AND RED LTD (Company)

On 29<sup>th</sup> April 2019 the following special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTIONS

- 1 That the articles of association be altered by the insertion of the following wording to replace article 26 (5):

"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 company, bank or other financial institution (or any agent, trustee, nominee or nominees or receiver of such bank or financial institution) (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."

  
Director

