

Company Number 01200163  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

of

MONSOON HOLDINGS LIMITED (the "Company")

Circulation Date 25.04. 2019 ("Circulation Date")

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the first resolution below is passed as ordinary resolution and that the second resolution below is passed as a special resolution (together the "Resolutions").

**ORDINARY RESOLUTION**

1 That:

1.1

1.2

1.3

SATURDAY



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COMPANIES HOUSE

## **SPECIAL RESOLUTION**

2 That:

2.1 with immediate effect the articles of association of the Company be altered by the insertion of the following wording as a new article 26:

### **26. Secured Parties**

- (1) *Notwithstanding anything contained in these articles or otherwise, the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:*
- (a) *in favour of any person (or any affiliate of, or nominee or other entity acting on behalf of, such person) (a "Secured Party") to which or whom such shares are being transferred by way of security (whether such Secured Party is acting as agent, trustee or otherwise);*
  - (b) *duly executed by a Secured Party to which or whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale or other power under any security document which creates any security interest over such shares;*
  - (c) *delivered to the company for registration by a Secured Party in order to perfect its security over such shares; and/or*
  - (d) *duly executed by a receiver appointed by a Secured Party pursuant to any security document which creates any security interest over such shares.*
- (2) *Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Secured Party or which are transferred in accordance with the provisions of this Article.*
- (3) *A certificate executed by, in the case of (1)(a), (1)(c) and (2) above, the Secured Party to which or whom such security interest has been or is being granted, or an official of such Secured Party, certifying that the aforementioned shares are or are to be subject to such security, shall be conclusive evidence of such a fact.*
- (4) *A certificate executed by, in the case of (1)(b) above, the Secured Party to which or whom such security interest has been or is being granted, or an official of such Secured Party, and in the case of (1)(d) above the receiver appointed as above, certifying that such transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.*
- (5) *For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.*

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## AGREEMENT

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

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions.

Signature:  .....

Print name: PETER SIMON .....

Director duly authorised for and on behalf of Monsoon Holdings (No.1) Limited

Date: 25.04.2019 .....

## **NOTES**

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
  - 1.1 if you received the Resolutions by email by replying to that email and stating in your reply your name and that you agree to the Resolutions; or
  - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
    - 1.2.1 by email: by sending a scanned copy of the original signed and dated Resolutions to [Charlie.Turnbull@bclplaw.com](mailto:Charlie.Turnbull@bclplaw.com); or
    - 1.2.2 by hand: by delivering the signed and dated Resolutions to BCLP LLP, Adelaide House, London Bridge, London, EC4R 9HA, marked "For the attention of Charlie Turnbull"; or
  - 1.2.3 by post: by returning the signed and dated Resolutions by post to BCLP LLP, Adelaide House, London Bridge, London, EC4R 9HA, marked "For the attention of Charlie Turnbull".
- 2 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them.
- 3 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 4 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.
- 5 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 6 When agreement has been received from members representing 75% of the total voting rights in the case of the special resolution and more than 50% of the total voting rights in the case of the ordinary resolution, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for a resolution to pass, it will lapse.
- 7 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.