

Company No: 01627560

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**WILLIAMS LEA GROUP LIMITED**  
**(the "Company")**

WE, the undersigned, being the sole member (the "**Sole Shareholder**") of the Company who (at the circulation date of these resolutions) has the right to vote on the resolutions, hereby irrevocably agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (the "**Resolutions**") by way of written resolution and agree that the Resolutions shall, for all purposes, be as valid and effective as if they had been passed as special resolutions respectively at a general meeting of the Company duly convened and held.

**IT IS RESOLVED THAT,**

the articles of association of the Company be amended by inserting after article 9 the following new article to be numbered Article 9 A.

"9 A Notwithstanding the provisions of Article 9 above or any other provision of 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) any holder of shares in the Company is not required to comply with any provisions 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,

where in any such case the transfer is or is to be:

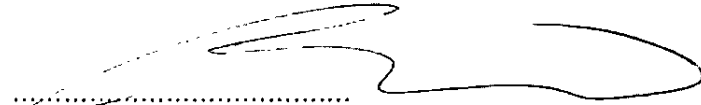
- (i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security;
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or
- (iii) to any such bank or institution (or its nominee) pursuant to any such security.

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such fact."

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



The undersigned, each a person entitled to vote on the above resolutions on the date hereof hereby irrevocably agrees to the special resolutions set out above.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke.

For and on behalf of **WILLIAMS LEA HOLDINGS LIMITED**

**DATED: 2 March 2018**

[CHRISTINE – SPECIAL SHAREHOLDER RESOLUTION OF WILLIAMS LEA GROUP LIMITED]