

Company number
1848086

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
THE MAIN RUM COMPANY LIMITED
(the Company)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 25 ~~February~~ ^{April} 2019, the sole member of the Company agreed to the following resolution being passed as a special resolution:

Special resolution

THAT the Articles of Association of the Company be amended by (i) deleting Article 7 under the heading *Shares* in its entirety and (ii) adding the following new Article 16 under the heading *Transfer of Shares*, and that the Articles of Association as amended are adopted in place of and in substitution for the existing Articles of Association of the Company:

16 Notwithstanding anything to the contrary in the Company's Articles of Association, the provisions of Article 15 (Transfer of Shares) will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(a) *is to:*

- (i) *a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits a Financial Institution; and/or*
- (ii) *a company or other entity to whom such shares are transferred at the direction of a Financial Institution, an agent or trustee for any Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security; and*

(b) *is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or*

(c) *is executed by a Financial Institution, an agent or trustee for any Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.*

.....
Director

TUESDAY



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COMPANIES HOUSE