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COMPANIES HOUSE

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CERTIFIED TRUE COPY OF
ORIGINAL DOCUMENT
Browne Jacobson LLP
Victoria Square House
Victoria Square, Birmingham B2 4BU
DX: 727740 Birmingham 62

SDL Surveying Limited

Registered in England with Company Number 02411812 (the "Company")

WRITTEN RESOLUTION

(Circulation Date: 13/09/ 2018)

We, being the members of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolution be passed as a written resolution of the Company in accordance with chapter 2 part 13 of the Companies Act 2006 and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at general meeting of the Company duly convened and held:

1 **SPECIAL RESOLUTION**

That the articles of association of the Company be amended by the addition of the following new article 13:

"SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY

Article 13.1: Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any share (whether or not it is a fully paid share):

13.1.1 to any bank or financial institution (in its own capacity or as agent, trustee or otherwise) to which any such share has been mortgaged or charged by way of security (a "Secured Institution"), or to any nominee, agent or trustee of any Secured Institution pursuant to such security (a "Nominee"); nor

13.1.2 executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law,

and no:

13.1.3 transferor or proposed transferor of any share to a Secured Institution or Nominee;

13.1.4 Secured Institution or Nominee; or

13.1.5 receiver or manager appointed by or on behalf of a Secured Institution or Nominee,

shall be required to offer any share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under these Articles to require any such share to be transferred to it, whether for consideration or not.

13.2 Notwithstanding anything contained in these articles, the directors of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Institution."

If you agree to the above resolution, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

We, the undersigned, being members entitled to vote on the above resolution, **IRREVOCABLY AGREE** to the above resolutions and authorise the Company to enter into the documentation set out in the above resolution:

Signature: .....

SDL Property Services Group Limited

Name: Paul Grutton

Date: 13/09/18

Notes:

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

By hand: by delivering the signed copy to the company secretary at the Company's registered office.

By post: by returning the signed copy by post to the company secretary at the Company's registered office.

2 **ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTION, YOU MAY NOT REVOKE YOUR AGREEMENT.**

3 Unless sufficient agreement has been received for the resolution to pass within 28 days beginning with the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company on or before the expiry of 28 days beginning with the Circulation Date.

4 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.