

Company number: 02564468

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
CARR & DAY & MARTIN LIMITED
(Company)

Circulation date: 5 March 2020

The undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agrees pursuant to Chapter 2 of Part 13 of the Companies Act 2006 to the passing of the following resolution (which would otherwise be required to be passed as a special resolution) by way of written resolution:

That the Articles of Association of the Company be altered by the addition of new Article 5 below the existing Article 4 (with the consequent renumbering of the existing Articles 5 -14 below) in the following terms:

"5 Secured Institutions

5.1 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

5.1.1 is to any bank or institution or any other person to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or

5.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

5.1.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and the directors shall forthwith register any such transfer of shares upon receipt. Furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

5.2 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of the Articles relating to liens over shares shall not apply in respect of any such shares.

5.3 Any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time."

The undersigned, being the sole/all of the person(s) eligible to vote on the above resolution on the circulation date hereby irrevocably agree(s) to that resolution.

TUESDAY



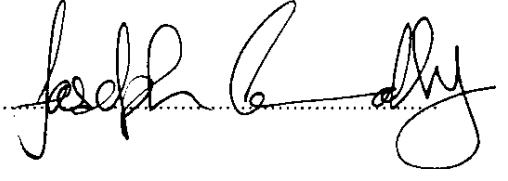
A911BIH4

A15

17/03/2020

#82

COMPANIES HOUSE

<p>Signed by <u>Joseph Connolly</u> director of Tangerine Equine Limited</p> <p>Date: <u>5 March 2020</u></p>	
---	--

Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.
If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.
5. If you are signing the 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.