

PRIVATE COMPANY LIMITED BY SHARES

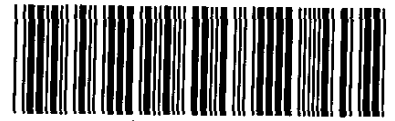
WRITTEN RESOLUTIONS

of

Carlton Plaza Limited (the "Company")

Company number: 03074466

MONDAY



A11 \*A7YKR73N\* 04/02/2019 #271  
COMPANIES HOUSE

Circulation Date: 6 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution").

BY SPECIAL RESOLUTION

THAT the Company amend its Articles of Association by the addition of a new article 18 in the form below:

"18 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, liens on Shares, restrictions on or conditions applicable to share transfers or otherwise);

(a) the Directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of:

(i) a chargee or mortgagee of any shares; or

(ii) any nominee of a chargee or mortgagee of any shares;

(iii) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares; or

(iiii) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares,

(together, the "Relevant Person"),

and a certificate by an officer of the relevant chargee or mortgagee that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact, and

(b) no transferor of any shares in the Company or proposed transferor of such shares to a charge or mortgagee in accordance with paragraph 18(a) above or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as 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 any valuable consideration or otherwise, and

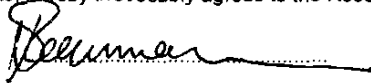
(c) The Company shall have no lien on any shares which have been charged or mortgaged or transferred to the Relevant Person and Article 9 shall not apply to any such shares."

AGREEMENT

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

The undersigned, being the sole eligible member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by



For and on behalf of

Mindbrook Limited

Date:

06/12/2017

#### NOTES

1. You can agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

(a) By Hand: delivering the signed copy to Joelson JD LLP, 30 Portland Place, London W1B 1LZ (Reference: DMG/C613.1).

(b) Post: returning the signed copy by post to Joelson JD LLP, 30 Portland Place, London W1B 1LZ (Reference: DMG/C613.1).

(c) Fax: faxing the signed copy to 020 7580 2251 marked "For the attention of David Grossbard".

(d) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to david.g@joelsonlaw.com. Please enter "Mindbrook Limited - Written resolutions" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date. Your agreement to the proposed Resolutions will be ineffective if received by the Company after that 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 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.