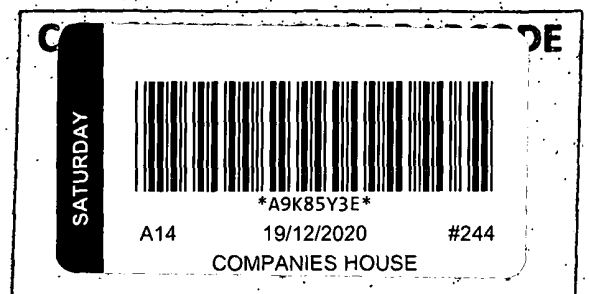


SEPARATOR SHEET

CO NO 03487870.

working Peacocks Ltd



COMPANY NUMBER: 03487872

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WOKING PEACOCKS LIMITED (the "Company")

Circulation Date 13th day of November 2020
(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ("the Resolutions").

SPECIAL RESOLUTIONS

(i) **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to execute and enter into in are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to execute and enter into:

- i. A Debenture over all the assets and undertakings of the Company in favour of The Governor and Company of the Bank of Ireland as security trustee for itself and the Bank of Ireland (UK) Plc (the "**Lender**"); and
- ii. An Unlimited Circular Guarantee and Indemnity with Central Craigavon Limited, Moyallen Properties Limited, Moyallen Woking Limited and Peacocks Centre in favour of the Lender,

(the "**Security**")

1. **THAT** the execution of the Security be hereby approved and that the Company be and is authorised to execute the Security.
2. **THAT** any act done or document executed pursuant to resolution 1 above shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the articles of association of the Company (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions).
3. **THAT** the articles of association of the Company shall be amended by inserting new Articles 14 (a) and 3 (a) as follows:

We hereby certify that this
is a true copy of the original
Date: 19.12.2020
Signed: DMF (N) LLP

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"14 (a) Notwithstanding anything contained in these Articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution, pursuant to any such security;*
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or*
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security.*

3 (a) Furthermore, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee; and*
- (ii) no Secured Institution or its nominee; and*
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,*

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

AGREEMENT

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

We the undersigned, being the sole shareholder of the Company who at the Circulation Date would have been entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions.

Authorised signatory

For and on behalf of

Peacocks Centre

The sole shareholder of the Company