

Company No: 03976730

THE COMPANIES ACT 2006
TSB (INVESTMENT EUROPE) LIMITED
(the "Company")
WRITTEN RESOLUTIONS

SATURDAY



A12 *A66TRMTK* #58
20/05/2017
COMPANIES HOUSE

The following written resolutions were passed by the Company on 18 May 2017, of which the resolutions numbered 1 and 2 were duly passed as ordinary resolutions and resolution 3 was duly passed as special resolution:

ORDINARY RESOLUTIONS

- 1 **THAT** the Director has authority to approve the terms of, and the transactions contemplated by the Documents and that the Director or any attorney duly appointed by Company be and are hereby authorised to do all acts or any other acts or things on behalf of the Company as they may in their absolute discretion think fit in connection with the proposed transaction and the Documents, including without limitation, the execution of the Documents.
- 2 **THAT** the entry into the Documents (including, without limitation, the granting of guarantee and security by the company under the documents) is in the best interests of the company's business and the entry into the proposed transaction by the company substantially on the terms set out in the Documents will promote the success of the Company for the benefit of its members as a whole.

SPECIAL RESOLUTION

2.5 THAT the articles of association of the Company be amended as follows:

- (a) by making the entirety of existing article 3 the new article 3 paragraph (a) and inserting immediately thereafter new article 3 paragraph (b) as set out below:

 "**(b)** *Notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien in respect of any shares which have been charged by way of security to any person to whom such shares have been charged by way of security (a "Security Institution") or to any nominee of any Security Institution.*"
- (b) by inserting new article 15 as set out below after existing article 14:

 "**15.** *Notwithstanding anything contained in these Articles, the directors shall not decline to register, nor suspend registration of, any transfer of shares which have been charged by way of security to a Security Institution whether the relevant transfer is to the Security Institution or its nominee or to any other person on the enforcement by the Security Institution of its security in accordance with the terms of such security.*"
- (c) by inserting new article 16 as set out below after new article 15:

 "**16.** *Any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to any transfer of shares which have been charged by way of security to a Security Institution whether the relevant transfer is to the*

Security Institution or to its nominee or to any other person on the enforcement by the Security Institution of its security in accordance with the terms of such security."


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WESTINGHOUSE ELECTRICUK HOLDINGS LIMITED
DIRECTOR/COMPANY SECRETARY