

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CROW WOOD LEISURE LIMITED (Company)

CIRCULATION DATE: 22 November 2018

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

SPECIAL RESOLUTION

THAT, the articles of association of the Company be amended by inserting a new Article 19 as follows:

"19.1 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this article 19 (to the effect that any provision contained in this article 19 shall override any other provision of these articles):

(a) the Directors shall not decline to register any transfers of shares, nor may they suspend or delay registration thereafter (whether or not it is a fully paid share), where such transfer:

- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustees for such person) (**Secured Institution**); or
- (ii) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles.

(b) 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 (in either case) be required to offer 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

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howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

- (c) The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in article 19.1 (a)(i) above).

Any variation of this article 19.1 shall be deemed to be a variation of the rights of each class of share in the capital of the Company.

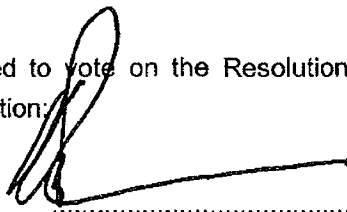
- 19.2 The Company shall have no lien on any share that has been mortgaged or charged by way of security to a Secured Institution.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by on behalf of **ANDREW
BROWN LEISURE LIMITED**



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Date

22 November 2018
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NOTES

1. If you agree to the Resolution, 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:

- **By Hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy by post to the Company's registered office.

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 a date 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this 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.