

Form of written resolution to be filed at Companies House under the 2006 Act

Company No: 05425190

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING**

of

MARDEN (BEXHILL) LIMITED ("Company")

Passed the 5 day of December 2018

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

ORDINARY RESOLUTIONS

THAT the transaction proposed to be entered into by the Company (the "**Transaction**") pursuant to and on the terms and subject to the conditions contained in the documents listed and appended at Schedule 1 to this resolution (the "**Transaction Documents**") be and is hereby approved with such revisions and amendments (including as to price) of a non-material nature as may be approved by the Directors or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Transaction be and they are hereby approved.

THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution of the Agreement such of Transaction Documents to which it is to be party and all related matters

SPECIAL RESOLUTIONS

THAT the articles of association of the Company be amended by inserting a new Article 13 as follows:

"13 In this Article

(i) a "**Relevant Transfer**" means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and

(ii) a "**Secured Party**" means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.

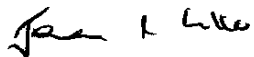
(a) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.

(b) There is no requirement that any shares the subject of a Relevant Transfer should be offered 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 to require any such shares to be transferred to them.

(c) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party.

(d) Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any share that has been charge to a Secured Party.

(e) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."

Signed: 

Director

Dated: 05 DECEMBER 2018

SCHEDULE 1

Transaction Documents

	Document	Parties
1.	Deed of Amendment and Restatement	(1) The Tannen Group Limited (2) The Companies listed in Part II of Schedule 1 (3) The CAS Guarantors listed in Part III of Schedule 1 (4) The Financial Institutions listed in Part I of Schedule 1 (5) Barclays Bank PLC (as Arranger, Original Counterparty, Facility Agent and Security Agent)
2.	Formalities Certificate	(1) The Company