

(Company no. 05441150)

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**HATCH END INVESTMENTS LIMITED**

(Company)

**Circulation Date – 05 August 2015**

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

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be altered by the insertion of a new article 23 in the articles of association of the Company as follows.

**"PROTECTIONS FOR SECURED PERSONS**

23 Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Article 23 (to the effect that any provision contained in this Article 23 shall override any other provision of these articles)

23 1 The directors of the Company shall not decline to register any transfer of shares in the Company, nor may they suspend registration thereof, where such transfer

- (a) is to any bank, institution, company or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution, company or other person (or a person acting as agent or security trustee for such person) (**Secured Person**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or
- (b) is delivered to the Company for registration by a Secured Person or its nominee in order to perfect its security over shares in the Company, or
- (c) is executed by a Secured Person or its nominee pursuant to a power of sale or other power existing under such security,

and the directors of the Company shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Person or its nominee and no Secured Person 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 these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

SATURDAY



A12 \*A4DV9YCB\* 15/08/2015 #340  
COMPANIES HOUSE

## NOTES

1. You can choose to agree to the Resolution or not. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:
  - **By hand.** delivering the signed copy to the Company Secretary at the Company's registered office.
  - **Post.** returning the signed copy by post to the Company Secretary at the Company's registered office

You may not indicate your agreement to the Resolution by any other method

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