

Company Number: 05661137

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

MILLHARBOUR DEVELOPMENTS LIMITED (the "Company")

(passed on 6th April 2020)



ORDINARY RESOLUTIONS

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that in accordance with section 282 of the Companies Act 2006 the resolutions 1 to 4 below be passed as ordinary resolutions (the "**Ordinary Resolutions**"):

1. **THAT** the Company enters into:
 - 1.1 a loan facility to be made between, among others, (1) Goodmayes 40 Limited as borrower, (2) the Company as guarantor and (3) Barclays Bank plc as arranger lender, agent (the "**Agent**") and security trustee (the "**Security Agent**");
 - 1.2 a debenture to be entered into between, amongst others, (1) the Company as chargor and (2) the Security Agent;
 - 1.3 a subordination deed to be entered into between, amongst others, (1) Galliard Holdings Limited as subordinated creditor, (2) the Company as debtor, and (3) the Security Agent;
 - 1.4 a director's certificate addressed to the Agent and to be given by a director of the Company (such director being duly authorised by the Company) making certain confirmations and providing a set of sample signatures with respect to the execution of the Documents (as defined below); and
 - 1.5 any other communication, document, notice, or form required (including the Utilisation Request) in connection with the above documents,

(together, the "**Documents**").
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related document.
3. **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Documents is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.
4. **THAT** the Ordinary Resolutions set out at paragraphs 1 to 3 above have effect notwithstanding any interests of the Company's directors or any provision of the Company's articles of association to the contrary.

SPECIAL RESOLUTIONS

Pursuant to Chapter 2 Part 13 of the Companies Act 2006, the directors of the Company propose that in accordance with section 283 of the Companies Act 2006 the resolutions 5 to 6 below be passed as special resolutions (the "**Special Resolutions**", and together with the Ordinary Resolutions, the "**Resolutions**");

5. **THAT** the articles of association of the Company be altered by the insertion of the following new article 12.2:

"12.2 *Notwithstanding anything to the contrary in the articles, the Company shall have no lien on any share that has been charged to a Secured Institution (as defined in Article 12.3 below) by a member by way of security.*"

6. **THAT** the articles of association of the Company be altered by the insertion of the following new article 12.3:

"12.3 *Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):*

- (i) *to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "**Secured Institution**"); or*
- (ii) *delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or*
- (iii) *executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,*

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise."

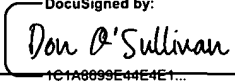
AGREEMENT OF ELIGIBLE MEMBERS

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

We, the undersigned being the eligible members of the Company on _____ 2020 (the "**Circulation Date**");

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006;

2. irrevocably agree to the Resolutions;
3. hereby resolve and agree that resolutions 1 to 4 are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and such resolutions shall take effect as ordinary resolutions; and
4. hereby resolve and agree that resolutions 5 to 6 are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and such resolutions shall take effect as special resolutions.

Signed by:  Don O'Sullivan for and on behalf of **Raceguide Limited**
Date: 6th April 2020

NOTES

Members of the Company who are eligible members because they are entitled to vote on the resolution on the Circulation Date (that is the first date on which copies of the Resolutions are first sent to members, being 6th April 2020) should sign and date above to signify their agreement to the Resolutions and return the signed document by hand or by post to 3rd Floor, Sterling House, Langston Road, Loughton, Essex, United Kingdom IG10 3TS.

These Resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the Circulation Date otherwise it will lapse. The agreement of a member to these Resolutions is ineffective if signed after this date.