

Arista Insurance Limited

(Company No. 5938669), (the "Company")

**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE COMPANY
("RESOLUTIONS")**

Circulation Date: 26 July 2017

It was noted that the Company proposes to:

(a)

[REDACTED]

■

[REDACTED]

■

[REDACTED]

■

[REDACTED]

■

[REDACTED]

■

[REDACTED]

■

[REDACTED]

[REDACTED]



A08 17/11/2017 #172
COMPANIES HOUSE

We, the undersigned, being the sole member of the Company who (at the date of circulation of the Resolutions) would be entitled to vote on the Resolutions, hereby agree as holders of all shares in accordance with the articles of association of the Company:

ORDINARY RESOLUTIONS

1. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

SPECIAL RESOLUTIONS

4. Articles of Association

THAT the provisions of the articles of association of the Company (the "Articles") be altered as follows:

1. The following additional article shall be inserted :

"20 Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration of shares, whether or not fully paid, where such transfer:

- (a) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or*

otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or

- (b) is delivered to the Company for registration by any duly authorised representative of a Secured Institution or its nominee in order to perfect its security over the shares, or*
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

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 Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer 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 howsoever to require such shares to be transferred to them whether for consideration or not. Any lien on shares which the Company has or any other restrictions on or conditions applicable to the transfer of shares contained in these Articles or otherwise shall not apply in respect of any shares which have been charged by way of security to a Secured Institution."; and

2. *Schedule 1 of the Articles shall be removed in its entirety.*

Please read the notes accompanying this document before you signify your agreement to the Resolutions.

The undersigned being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

[signature page follows]

Signed:

for and on behalf of

Date:



Towergate Risk Solutions Limited

26 July 2017

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