

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

A J ACCESS HOLDINGS LIMITED

(the "Company")

13 August 2019 ("Date of Circulation")



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

**SPECIAL RESOLUTION**

THAT the existing Articles of Association of the Company be amended so that:

1. the wording "(save for Article 20, which shall override the provisions of this Article 6)" is added to Article 6.1 after the words "Notwithstanding any other provisions of these Articles"; and
2. the following wording is added as a new Article 20:

**20 Registration of shares**

**20.1 Notwithstanding anything contained in these Articles**

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor delay or suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

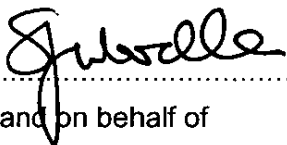
- (a) *executed by a person to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such person) pursuant to a power of sale under such security,*
- (b) *executed by a receiver or manager appointed by or on behalf of any such person under any such security, or*
- (c) *to any such person (or to its nominee) pursuant to any such security*

*A certificate by any officer of such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts*

20.2 *Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to any person*

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

The undersigned, being the sole member of the Company entitled to vote on the above Resolution on the Date of Circulation, irrevocably votes in favour of it:



For and on behalf of

**AFI Holdings Limited**

*13 August 2019*

Date

**Notes:**

1. The Resolution is proposed as a Special Resolution. This means that members holding 75 percent or more of the total voting rights of members entitled to vote on the Resolution must vote in favour of it to be passed.
2. Unless the Resolution is passed by the date falling 28 days after the Date of Circulation, it will lapse. If you agree to the Resolution please ensure your agreement reaches us before or during this date.
3. If you agree with the Resolution, please indicate your agreement to it by:
  - 3.1. signing and dating this document where indicated above and returning it by post or hand delivery to the Company C/O Freeths LLP, Routeco Office Park, Davy Avenue, Knowlhill, Milton Keynes MK5 8HJ; or
  - 3.2. signing and dating this document where indicated above, and then scanning it and emailing it to [natalie.drought@freeths.co.uk](mailto:natalie.drought@freeths.co.uk).
4. Once you have agreed to the Resolution, you may not revoke your agreement.
5. If you do not agree to the Resolution, you do not need to do anything.