

Company number 08089541

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

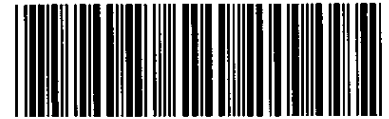
of

ADVANCIS LIMITED

(the Company)

24 July 2017

WEDNESDAY



A6CG6TY9

A11

09/08/2017

#149

COMPANIES HOUSE

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

SPECIAL RESOLUTIONS

SPECIAL RESOLUTIONS

THAT the company's articles of association be amended as follows:

1. the definition of "*lien enforcement notice*" be deleted and removed from clause 2 ("*Defined Terms*") in its entirety;
2. Article 9 ("*Lien*") be deleted and removed in its entirety; and
3. the insertion of a new article 23 (B) immediately after the existing Article 23, and both to be renumbered as Article 22 to take account of the deleted Article 9 as follows:

"23 (B) TRANSFER OF SHARES AND PRE-EMPTION ON TRANSFER IN RELATION TO SECURITY HELD BY A SECURED INSTITUTION"

(1) Notwithstanding anything to the contrary contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer:

- (i) is to any bank or institution or other person to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person ("**Secured Institution**") ; or*
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,*

and the directors shall register any such transfer of shares forthwith following receipt.

(2) Notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and

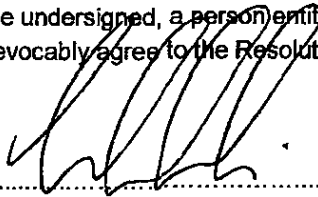
no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not.

(3) Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution."

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 24 JULY 2017, hereby irrevocably agree to the Resolution:



.....
On behalf of Advancis Holdings Limited

Date: 24 JULY 2017

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at the following address:

Alexandra Court

Carrs Road

Cheadle

Cheshire

SK8 2JY

- 2 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.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, within 28 days of 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 the Company before or during this date.
- 5 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.
- 6 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.