

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
BRAMPTON LEISURE (BIRMINGHAM) LTD ('Company')

CIRCULATION DATE: 5TH NOVEMBER 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution ('**Special Resolution**').

SPECIAL RESOLUTION

1. THAT the articles of association, be amended as follows.
 - (a) The insertion of the words "Subject to Article 41A.1.3, the" in substitution of the word "The" at the beginning of Article 24.
 - (b) The insertion of a new Article 36.2 as follows:

"36.2 The provisions of Article 41A.1.2 shall apply in respect of the issue of share certificates"
 - (c) The insertion of the words "Subject to Article 41A.1.1, the" in substitution of the word "The" at the beginning of Article 37.2.
 - (d) The insertion of a new Article 41A after Article 41, as follows:

"41A. Special Article

41A.1 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles):

41A.1.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

 - (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (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

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- (b) is delivered to the Company for registration by 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 a power of sale or other power existing under such security,

and the directors 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 Institution or its nominee and no Secured Institution 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 the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

41A.1.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 41A.1.1(a) above).

41A.1.3 The lien set out in article 24, shall not apply to shares held by a Secured Institution (as defined in Article 41A.1.1(a) above).

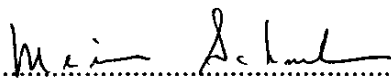
41A.2 Any variation of this Article 41A shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the Special Resolution:

Signed by
Miriam Schreiber


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Date

..... 5TH NOVEMBER2018