

Company number: 09829398

Private Company Limited By Shares

Written Resolution

of

18-19 BUCKINGHAM GATE INVESTMENTS LIMITED (Company)

Circulation Date: **24 JUN** 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 is passed as a special resolution (**Resolutions**)



Special Resolution

3. THAT the articles of association of the Company shall be amended by inserting a new Article 54 as follows:

“54.1. Notwithstanding anything contained in these articles, the directors shall not decline to register or delay in registering any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

- (a) is to any bank, institution or other person to which such shares have been charged by way of security or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a “**Secured Institution**”); or
- (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 the power of sale or other power under such security;

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

54.2 Notwithstanding anything to the contrary contained in these articles:

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred; and
- (b) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in paragraph (a) above to be transferred to them whether for consideration or not.

54.3 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.


54.4 Notwithstanding anything to the contrary contained in these articles, the directors may not issue a notice of intended forfeiture in relation to any shares in the Company pledged to or subject to security in favour of a Secured Institution without their consent in writing.

54.5 Notwithstanding anything to the contrary contained in these articles, the directors may not send a call notice to a member who is a Secured Institution.

Agreement

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

We, the undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Name	Signature
Abdul Rahman Al Jasmi	

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company's registered office. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.
5. 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.