

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**CANADIAN & WEST END LIMITED**  
(the "**Company**")

PASSED ON: 11 July 2018

SATURDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed by written resolution as a Special Resolution:

SPECIAL RESOLUTION

**THAT** the articles of association of the Company be altered by the insertion of the following wording as new article 35.7:

**"35.7 Transfer of shares and Secured Institutions**

35.7.1 the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer:

35.7.1.1 is to (i) any person to whom such shares have been charged (a "**Secured Institution**") or to any nominee of Secured Institution; or (ii) a purchaser of such shares following enforcement of the security;

35.7.1.2 is delivered to the Company for registration by (i) a Secured Institution or its nominee in order to perfect its security over the shares; or (ii) a purchaser of such shares following enforcement of the security (whether or not such transfer is executed by a Secured Institution or its nominee pursuant to a power of attorney or the power of sale or other power under such security);

35.7.2 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 referred to in the articles of association of the Company (the "Articles") to the shareholders 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;

35.7.3 any provisions in these Articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in relation to any transfer of a share in the Company in any of the circumstances referred to in this article 35.7; and

35.7.4 any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a Secured Institution."



Director