

Company No 10442472

The Companies Acts 1985 - 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EMPIRIC (PORTSMOUTH EUROPA HOUSE) LEASING LIMITED

(the "Company")

ON

25 October 2016 (the "Circulation Date")

TUESDAY



\*A5IUK97\*

A11

01/11/2016

#334

COMPANIES HOUSE

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, **HEREBY PASS** the following resolutions as written resolutions of the Company

**BY SPECIAL RESOLUTION**

- 1 **THAT** the Articles of Association of the Company be amended by the inclusion of the following new article

**27A. COMPANY'S LIEN OVER SHARES AND CALL NOTICES**

Notwithstanding anything contained in these Articles (including in particular within article 17 to 27 (inclusive)), the directors (or director if there is only one) of the Company may not exercise any rights of lien or a call notice in respect of any shares that have been mortgaged, charged or pledged by way of security to any bank, institution or other lender or creditor

- 2 **THAT** the Articles of Association of the Company be amended by the inclusion of the following new article

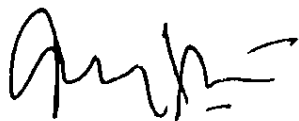
**29A SHARE TRANSFERS**

Notwithstanding anything otherwise provided in these Articles (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of

- (i) a chargee or mortgagee of any shares, or
- (ii) any nominee of a chargee or mortgagee of any shares,
- (iii) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares, or
- (iv) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares,

and a certificate by an officer of the relevant chargee or mortgagee that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact

Signed for and on behalf of the sole member of the Company



For and on behalf of Empiric (Portsmouth  
Europa House) Limited as sole member

TIMOTHY ASTUS

Print name

Date 23 October 2016

## NOTES

- 1 The Circulation Date of this Resolution is *25 October* 2016
- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods  
  
By hand delivering the signed copy to 7 Cavendish Square, London, England W1G 0PE marked "For the attention of The Company Secretary"  
  
E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to philips@iomagroup.co.uk Please enter "Written resolutions of Empiric (Portsmouth Europa House) Leasing Limited" in the e-mail subject box  
  
If you do not agree with the Resolution 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 Resolution, you may not revoke your agreement
- 3 This Resolution shall lapse unless sufficient agreement for the Resolution to be passed is received on or prior to the date following 28 days after the Circulation Date. If you agree to the Resolution, please ensure that your agreement reaches us on or prior to such date
- 4 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
- 5 A copy of this Resolution was sent to the Company's auditors on the Circulation Date pursuant to section 502(1) of the Companies Act 2006