

Company Number: 10719054

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of

WEDNESDAY



A27 *AC4P60X7* 31/05/2023 #142
COMPANIES HOUSE

EVERTON STADIUM DEVELOPMENT LIMITED

(the "Company")

Circulation Date – 19 May 2023 2023

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 written resolution of the Company having effect as a special resolution (the "Resolution").

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended by inserting a new Article 36(6) as follows:-

"(6) Notwithstanding anything contained in these articles, the directors of the company may not decline to register any transfer of shares in the company and may not suspend any registration thereof, where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these articles:

- (a) no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (b) no Secured Institution or its nominee;
- (c) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the company or any of them, and no such member shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not."

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolution.

The undersigned was at the time the Resolution was circulated entitled to vote on, and irrevocably agrees to, the Resolution.

DocuSigned by:
Denise Barnett-Bazendale
48FFC00988E5485...

19 May 2023

For and on behalf of
**EVERTON STADIUM DEVELOPMENT HOLDING
COMPANY LIMITED**

Date

NOTES

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 Katie MacLean at Pinsent Masons, 30 Crown Place, Earl Street, London EC2A 4ES;
 - **Post:** returning the signed copy by post to Katie MacLean at Pinsent Masons, 30 Crown Place, Earl Street, London EC2A 4ES;
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to katie.maclea@pinsentmasons.com Please enter "Written resolution dated [] 2023" in the e-mail subject box; or
 - **DocuSign:** if sent to you by DocuSign, electronically sign and return this document via the platform.
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.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of circulation of the Resolution, 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 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.