

Company number 11044638

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMBER'S WRITTEN RESOLUTION

of

GRANGE ROCHESTER LIMITED

(the "Company")

Date: 19 April 2018

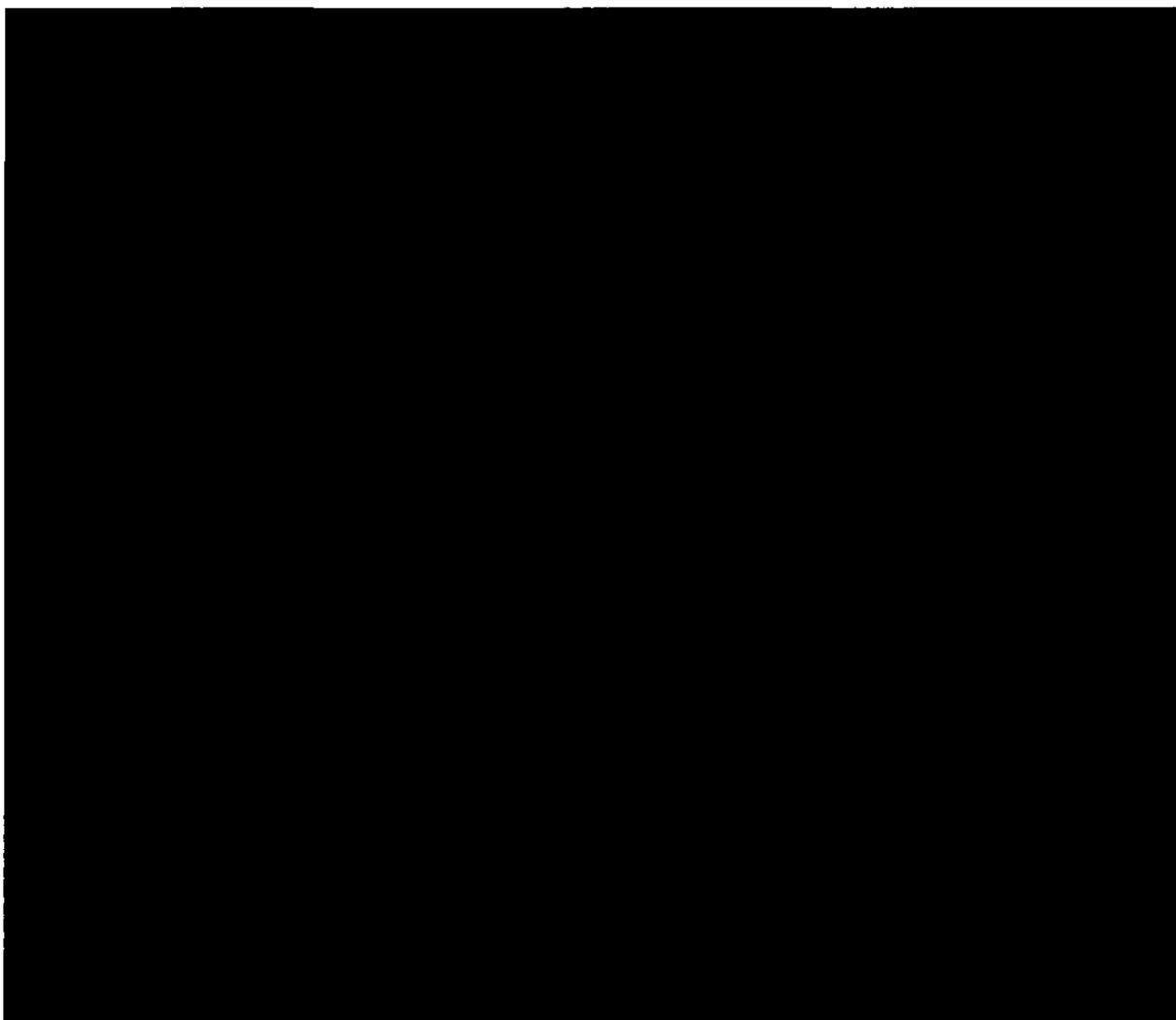
WEDNESDAY



LD2 *L7726JV5* 30/05/2018 #179
COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following resolutions which are proposed as written resolutions of the Company, in the case of resolution 1, having effect as an ordinary resolution and in the case of resolutions 2 and 3 having effect as special resolutions (the "**Resolutions**");

ORDINARY RESOLUTION



SPECIAL RESOLUTIONS

- 2 That the Articles of Association of the Company be amended by adding the following wording as a new article 2.6:

"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 registration thereof:

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "**Secured Party**"); or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact."

- 3 That the Articles of Association of the Company be amended by inserting the following provision as a new article 3.5.

"The lien referred to in Article 3 will not apply where a lender, bank or other financial institution has a charge or mortgage over those shares referred to herein."

Please read the notes before signifying your agreement to the Resolution.

The undersigned, being persons entitled to vote on the above Resolution on 19 April 2018 hereby irrevocably agree to the Resolution.

Signed by TEJINDER PAL Signature.....
SINGH MATHARU
(print name of signatory)

for and on behalf of **Globalgrange 3 Limited**

Date: 19 April 2018

Signed by..... Signature.....
(print name of signatory)

for and on behalf of **Globalgrange 3 Limited**

SPECIAL RESOLUTIONS

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- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

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"The lien referred to in Article 3 will not apply where a lender, bank or other financial institution has a charge or mortgage over those shares referred to herein."

Please read the notes before signifying your agreement to the Resolution.


The undersigned, being persons entitled to vote on the above Resolution on
19 April 2018 hereby irrevocably agree to the Resolution.

Signed by HARP MATHARU Signature 

(print name of signatory)

for and on behalf of **Globalgrange 3 Limited**

Date: 19 April 2018

Signed by RAJESH PAL SINGH MATHARU Signature 

(print name of signatory)

for and on behalf of **Globalgrange 3 Limited**

Date: 19 April 2018

Notes

- 1 If you agree to the Resolutions, please signify your agreement by signing and dating this document and returning it to Elizabeth Wong at Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA by 5pm on 20 April 2018 . Emails, faxes and scanned copies will not be acceptable.
- 2 Unless by 5pm on 20 April 2018 , sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to the Resolutions, once signed and received by the Company, may not be revoked.