

COMPANIES ACT 2006
SPECIAL RESOLUTIONS

Company number: 11321639

Company name: Trilliant Networks Operations (UK) Ltd.



On the 1st day of November 2019 the following special resolutions were agreed and passed by the members:

1. **THAT** the articles of association of the Company be amended by inserting a new Article 10 as follows:

"10. Secured Party Transfers

10.1 Notwithstanding anything contained in these articles of association, where a transfer of shares in the Company is or is proposed to be:

- (i) executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;
- (ii) executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest;
- (iii) delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
- (iv) made to any Secured Party pursuant to any relevant security interest,

each being a "**Secured Party Transfer**",

the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;

- (v) a holder of shares in the Company shall not be required to comply with any provision of the articles of association which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company

before any such Secured Party Transfer may take place; and

- (vi) a holder of shares in the Company shall not have any right under the articles of association or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them.

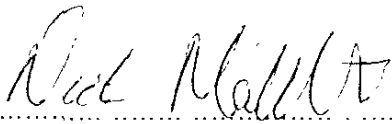
10.2 A certificate by any officer of a Secured Party that the shares were so charged, mortgaged, or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

10.3 Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable."

2. **THAT** the articles of association of the Company be amended by inserting a new definition as follows:

"Secured Party means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person."

3. These Resolutions shall have effect notwithstanding any provisions of the Company's articles of association.

Signed 

Date: 1st November

2019