

Company Number 11645004

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
TH PROPCO NI LIMITED
(the "Company")**

On 12 December 2019 the following resolution was duly passed as a written resolution:

SPECIAL RESOLUTION

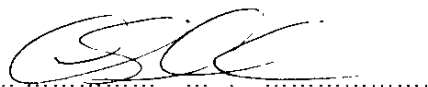
THAT the Articles of Association be amended as follows:

1. **THAT** Article 24 of the Articles of Association of the Company be amended by:
 - 1.1 titling the Article "**ISSUING OF SHARES**"; and
 - 1.2 inserting the following as Article 24(3):

"Sections 561 and 562 of the Companies Act 2006, in relation to all allotments by the company of equity securities, are hereby excluded."
2. **THAT** Article 28 of the Articles of Association of the Company be amended by inserting the following as Article 28(6):

"Notwithstanding any other provision of these Articles, where any mortgage, charge or other security interest in respect of shares in the Company ("**Security**") has been or purported to be granted by any shareholder to any person (a "**Security Holder**"), the directors shall not decline to register any transfer of shares and may not suspend registration of such shares where such transfer:

 - (a) is executed by that shareholder in favour of any person; or
 - (b) is executed by the Security Holder, or by any receiver (or similar entity) or nominee appointed by the Security Holder pursuant to the Security, in favour of any person."



Secretary



A08 03/01/2020 #173
COMPANIES HOUSE