

Company number: SC231707

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

OF

THE SOLE MEMBER OF

OCHIL DEVELOPMENTS (UK) LIMITED

(the "Company")

COMPANIES HOUSE

24 MAY 2018

EDINBURGH FRONT DESK

27<sup>th</sup> July 2015 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution").

THAT:

A new article 19 of the Articles of Association of the Company, as set out below, be approved and adopted:

**"19 REGISTRATION OF SHARE TRANSFER TO CHARGEE OR MORTGAGEE**

19.1 Notwithstanding anything contained in these Articles (including, for the avoidance of doubt, provisions incorporated from Table A):

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles (including, for the avoidance of doubt, provisions incorporated from Table A) which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

- (i) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security;
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or
- (iii) to any such bank or institution (or to its nominee) pursuant to any such security.



19.2 A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

19.3 Notwithstanding anything contained in these Articles (including, for the avoidance of doubt, provisions incorporated from Table A), the directors (or director if there is only one) of the Company may not exercise its right of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution."

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

SIGNED this 27<sup>th</sup> day of July 2015

Signed:.....

Adrian G Olivero  
For and on behalf of  
Name:..... (PRINT NAME)  
Pinsbury Corporate Services Limited  
Director

For and on behalf of Ochil Developments Limited

## NOTES

If you agree to 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:

- (a) **by hand:** delivering the signed copy to Olivier Swain at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW; or
- (b) **by post:** returning the signed copy by post to Olivier Swain at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW; or
- (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to [o.swain@taylorwessing.com](mailto:o.swain@taylorwessing.com). Please enter "Written resolution" in the email subject box.

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.

Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

If, 28 days from the Circulation Date, sufficient agreement has not been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.

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.