

WRITTEN RESOLUTION APPROVING AMENDMENT OF ARTICLES OF ASSOCIATION

Company number SC317455

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of BATHSHEBA (HOLDINGS) LIMITED, REGISTERED NUMBER SC317455
(Company)

2 August 2019 (Circulation Date)

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 a special resolution (Resolution).

SPECIAL RESOLUTION

The articles of association of the Company (the "Articles") be altered by the insertion of the following new article 23 in the Articles:

"23 Notwithstanding anything contained in these articles:

- (a) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on transfer of shares contained in these articles or otherwise shall not apply to; and
- (b) the directors shall not decline to register, nor suspend the registration of,

any transfer of shares where such transfer is:
 - i. in favour of any person, bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares are being transferred by way of security, or
 - ii. duly executed by a receiver appointed by a person, bank or institution pursuant to any security document which creates any security interest over such shares, or
 - iii. duly executed by any person, bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares have been transferred by way of security pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this article shall be conclusive evidence of such facts.

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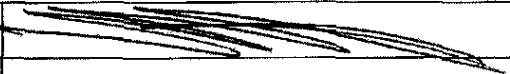
Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this article."

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by:

Signature of director	
Print Name	
For and on behalf of	Lynnet Leisure (Properties) Limited
Date	2 August 2019

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 Brodies LLP, 15 Atholl Crescent, Edinburgh, EH3 8HA marked for the attention of Eilidh McMillan; or
- **Email:** returning the signed copy as an attachment by email to eilidh.mcmillan@brodies.com.

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, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.