

THE COMPANIES ACT 2006

WRITTEN RECORD OF RESOLUTIONS OF THE MEMBERS OF

FLAGSHIP PROPERTY CARE LIMITED

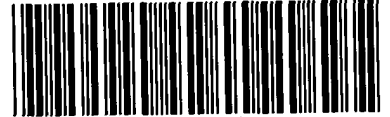
COMPANY NUMBER: SC560189

(the "Company")

14 May 2020 (the "Circulation Date")

14 May 2020 (the "Approval Date")

SATURDAY



S95NKV60
SCT 23/05/2020 #146
COMPANIES HOUSE

I, the undersigned, being a director of the above Company, hereby note that:

- a. the following resolution, such resolution to have effect as a special resolution, was duly placed before the members of the Company in the form of a written resolution on the Circulation Date; and
- b. the requisite level of consent required to approve the resolution was obtained by the Company on the Approval Date and therefore the resolution was duly passed by the members of the Company on that date

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by inserting the following new Article 18A:

"18A.1 Notwithstanding anything to the contrary contained in these articles, 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 an individual, company, bank or other lending institution whether as agent and security trustee for a group of individuals, companies banks or lending institutions or otherwise, or to any nominee or any transferee of such security trustee, individual, company, bank or lending institution (a "**Secured Entity**").

18A.2 Notwithstanding anything contained in these articles and without prejudice to any restrictions required by law or statute, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:

18A.2.1 is to a Secured Entity;

18A.2.2 is delivered to the Company for registration by a Secured Entity or its nominee in order to perfect its security over the shares;

18A.2.3 is executed by a Secured Entity or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Entity shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company, or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever, to require such shares to be transferred to them whether for consideration or not."


Director