

Company number 01449940

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF THE SHAREHOLDER OF**  
**NSB RETAIL NO. 2 LIMITED**

(the "Company")

Circulation Date: 8 February 2021

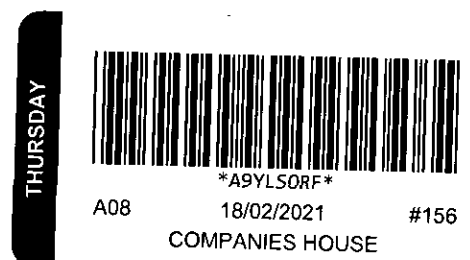
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declares that the following resolutions shall have effect as a special resolution as if passed by the Company in general meeting duly convened and held:

**SPECIAL RESOLUTION**

1. **THAT** the existing articles of association of the Company be replaced in their entirety with the form of articles attached to this resolution as Annex A, which is hereby adopted as the articles of association of the Company.

*[Intentionally left blank]*

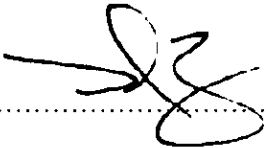
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## AGRÉEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions.

The undersigned being the eligible member of the Company entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions indicated above:

A handwritten signature in black ink, consisting of a stylized 'S' followed by a large loop and a horizontal stroke, positioned above a dotted line.

**NSB RETAIL**

Dated 8 February 2021

**Annex A**  
**Articles of Association**

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## THE COMPANIES ACTS 1948 to 1976

### COMPANY LIMITED BY SHARES

#### ARTICLES OF ASSOCIATION OF

##### NSB RETAIL NO. 2 LIMITED

(Company Number: 01449940)

1. The regulations contained or incorporated in Part M of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 and 99 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.
- 1.1 Notwithstanding article 1 or any other provision of these articles, any pre-emption rights conferred on existing members by these articles or otherwise and any other restrictions on transfer of shares contained in these articles or otherwise shall not apply to, and the directors shall not decline to register, any transfer of shares where such transfer is:
  - 1.1.1 in favour of any bank, financial institution or other person (or any nominee or nominees of such a bank, financial institution or other person) to whom such shares are being transferred by way of security (whether such bank, financial institution or other person is acting as agent, trustee or otherwise); or
  - 1.1.2 duly executed by any such bank, financial institution or other person (or any such nominee or nominees) to whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; or
  - 1.1.3 duly executed by a receiver appointed by a bank, financial institution or other person (or any such nominee or nominees) pursuant to any security document which creates any security interest over such shares.
- 1.2 Any lien on shares which the company has shall not apply in respect of any shares that have been charged by way of security to a bank, financial institution or other person or a subsidiary of a bank, financial institution or other person or that are transferred in accordance with article 1.1.
2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.
3. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
2. If you do not agree to all of the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
4. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.