



RC2 \*R7DC517C\* #52  
29/08/2018  
COMPANIES HOUSE

A14 \*A7CFQZCI\* #95  
16/08/2018  
COMPANIES HOUSE

01766292

LORNAMEAD UK LIMITED

(the "Company")

*(incorporated in England and Wales with limited liability)*

Written resolutions of the sole shareholder of the  
Company

Circulated on 24 July 2018 (the "**Circulation Date**")

The directors of the Company propose that the following written resolutions (the "**Shareholder Resolutions**") be passed as a special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006.

#### 1. Amendment of Articles of Association

THAT the Articles of Association of the Company be and is hereby amended in the following manner, namely:

- (a) By adding the following Article immediately after the existing Article 8:

"8A. Notwithstanding to the contrary in this Article, Articles 11 to 14 of the said Table "A", and Article 8 shall not apply to any share that is or is to be the subject of any security interest which has been or is purported to be granted over the share (each a "**Security**") in favour of a bank or financial institution, or a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets, or an affiliate thereof (any such entity a "**Financial Institution**")."

- (b) By replacing the existing Article 9.2 and adding the following new Article 9.2:

"9.2. Notwithstanding anything to the contrary in these Articles, Articles 25 to 27 of the said Part I of Table "A", and Article 9 will not apply and the directors of the company will register any transfer of shares and may not suspend registration of such shares where such transfer:

- (a) is to:
- (i) a Financial Institution or an agent or trustee for any Financial Institution where the shares are subject to any Security Interest that benefits a Financial Institution; and/or
  - (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the Security; and

- (b) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or
- (c) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security."

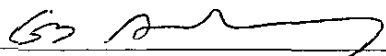
Member is advised to read the notes at the end of this document before signifying its agreement to the Shareholder Resolutions.

We, the undersigned, being the sole shareholder of the Company for the time being entitled to vote on the Shareholder Resolutions as at the Circulation Date, agrees to the Shareholder Resolutions.

Date: 24 July 2018

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For and on behalf of  
LORNAMEAD GROUP  
LIMITED

  
Name: G. D. Samir  
Title: Director

#### NOTES

1. You can choose to agree to all the Shareholder Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the Shareholder Resolutions please indicate your agreement by signing and dating the document where indicated above and returning it to the Company.
2. Once you have signified your agreement to the Shareholder Resolutions, that agreement may not be revoked.
3. If you do not agree to any of the Shareholder Resolutions, you do not need to do anything in relation to this document. You will not be deemed to agree to any of the Shareholder Resolutions if the Company does not receive a signed copy of this document from you.
4. The Shareholder Resolutions will lapse if they are not passed within 28 days of the Circulation Date ("**Lapse Date**"). Your agreement to the Shareholder Resolutions will not be ineffective if signified after the Lapse Date, so please ensure that your agreement reaches the Company on or before that date.
5. If you signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority to the Company together with this document.