

**Company No: 02498901**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY WRITTEN RESOLUTIONS**

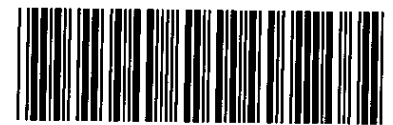
**of**

**SIRSI LIMITED**

**("Company")**

**PASSED ON 16 MAY 2019**

**TUESDAY**



A07 \*A86G4N7E\* #312  
28/05/2019  
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 16 May 2019 as special resolutions as indicated below:

**SPECIAL RESOLUTION**

That the articles of association of the Company be amended by the insertion of a new article 16 as follows:

"16.1 Notwithstanding anything contained in these Articles or otherwise, where a transfer of shares in the Company is or is proposed to be:

16.1.1 executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;

16.1.2 executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest;

16.1.3 delivered to the company for registration by a Secured Party in order to perfect its security over such shares; and/or

16.1.4 made to any Secured Party pursuant to any relevant security interest,

each being a **"Secured Party Transfer"**,

16.1.5 the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;

16.1.6 a holder of shares in the Company shall not be required to comply with any provision of the Articles or otherwise which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place; and

16.1.7 a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them,

and, for the avoidance of doubt regulations 24 and 70 of Table A Companies Act 1985 shall not apply insofar as it would otherwise prevent or restrict any Secured Party Transfer (or the recognition of any Secured Party Transfer).

A certificate by any officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

16.2 Notwithstanding anything contained in these Articles or otherwise, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these Articles or otherwise shall not apply in respect of any such share, dividend or moneys payable.

16.3 If there is any inconsistency between any provision of this article and any provision of any other article, the provision of this article shall apply.

**"Secured Party"** means, in respect of any shares, any bank, lender, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any affiliate of or nominee, agent or trustee for any such entity or person."

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Director of the Company