

(Company Number: 02631340)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

A4e LIMITED

(the "Company")

Passed on 25 June 2019

WEDNESDAY



A26 *A89FHWBE* 10/07/2019 #36
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 25 June 2019 as special resolution of the Company:

SPECIAL RESOLUTION

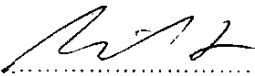
THAT the articles of association be altered by the deletion of article 14.17 and the insertion of the following wording as new articles 14.17 and 14.18:

"14.17 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:

- (i) is to any bank or other entity in favour of which such shares have been mortgaged or charged by way of security (whether as lender, agent, trustee or otherwise), or to any nominee, successor, permitted assignee or transferee of such a bank or entity (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is made by a Secured Institution (or its nominee or any other entity acting on its behalf) or by any receiver (or similar officer) to any other person on an enforcement of its security over the shares; or
- (iv) is by any insolvency practitioner in the course of selling those shares,

and furthermore notwithstanding anything to the contrary contained in these articles, in connection with any share transfer of a kind referred to above in (i) to (iv), none of the provisions of article 17 (Tag Along) and article 18 (Drag Along Rights) shall apply and no transferor of any shares in the Company or proposed transferor of such shares shall be required to offer the shares to any of the shareholders of the Company and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

- 14.8 Notwithstanding anything contained in these articles, the Company shall have no lien on any shares (whether paid or unpaid shares) which have been mortgaged or charged by way of security in favour of a Secured Institution and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Institution."


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By Order of the Board
Director on behalf of A4e Limited

Date: 25 June 2019