

Company No. 3175440

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
MORTGAGE NEXT LIMITED

On 28 June 2019, the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company are amended as follows:
- (A) deleting the existing Article 11.2 and replacing it with "Regulations 8 to 11 of Table A shall be disappplied"; and
 - (B) deleting the existing Article 4 and replacing it with the following:

"4. Transfer of Shares"

4.1 Subject to Article 4.2 below, the Directors may, in their absolute discretion, refuse to register any transfer of the Shares.

4.2 Notwithstanding anything contained in these articles, the Directors of the Company may not decline to register any transfer of Shares in the Company and may not suspend registration thereof, where such transfer is:

4.2.1 to a bank, institution or any third party to which such Shares have been charged by way of security, whether as agent or trustee for a group of banks or institutions or otherwise (a "**Secured Institution**"), or to any nominee or any transferee of such Secured Institution pursuant to such security, or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the security; or

4.2.2 delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the Shares; or

4.2.3 executed by a Secured Institution or its nominee or a Receiver pursuant to the power of sale or other power under such security;

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and furthermore, notwithstanding anything contained in these Articles or in any agreement or arrangement applicable to any Shares in the Company:

- i. no transferor of any Shares in the Company or proposed transferor of such Shares to a Secured Institution or to its nominee; and
- ii. no Secured Institution or its nominee;

shall be required to obtain the approval of the Directors or to offer the Shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such Shares to be transferred to them whether for consideration or not."



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For and on behalf of
Oakwood Corporate Secretary Limited

Secretary