

Print of Special Resolution of The Occupational Pensions Defence Union Limited
(Company Number: 03277897)

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
THE OCCUPATIONAL PENSIONS DEFENCE UNION LIMITED
(the "Company")

Passed on 11 December 2020

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 11 December 2020 as special resolution of the Company:

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by the insertion of the following wording as new articles 18 and 19:

"18. 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"**);
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (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 sub-paragraphs (i) to (iv) above, 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

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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.

19. 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 The Occupational Pensions Defence Union Limited

Date: 11 December 2020