

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

OKA DIRECT LIMITED ("the Company")

28 May 2020 ("Circulation Date")

On 28 May 2020, the following resolution was duly passed by the shareholders' of the Company pursuant to Chapter 2 of Part 13 of the Companies Act.

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended by inserting new Articles 6.2 and 7.8 as follows:

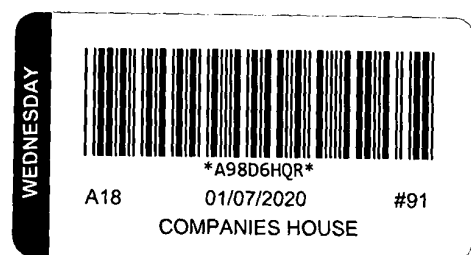
"6.2 The Company and the Directors shall not be entitled to exercise any lien which the Company has in respect of shares:

- a) held by any Secured Institution (as defined at Article 7.8) to which such shares have been mortgaged or charged by way of security or to any nominee of such Secured Institution; or
- b) being transferred as described in Article 7.8.

7.8 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 any registration thereof, where such transfer is:

- c) to a Secured Institution;
- d) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares;
- e) is executed by a Secured Institution pursuant to the power of sale or otherwise under such security; or
- f) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

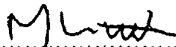


- g) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- h) no Secured Institution or its nominee; and
- i) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the Shareholders for the time being of the Company or any of them, and no such Shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

For the purposes of Articles 6.2 and 7.8, "**Secured Institution**" means a bank, financial institution, trust, fund or other entity which has engaged in or has been established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing."

2. THAT the existing articles of association shall be renumbered accordingly.



Director