

BESTSELECTION LIMITED

Company number: 04085933
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation date: 16 July 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") is passed. Resolution 1A is proposed as a special resolution.

SPECIAL RESOLUTION

For Against

- 1** THAT the articles of association of the Company be amended by inserting a new Article 4.1 as follows:

"4.1 Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such bank or financial institution; or
- (b) where such transfer is by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."

✓

THURSDAY



A15 *A7BØL534* #129
26/07/2018
COMPANIES HOUSE

AGREEMENT

~~Before signifying your agreement to the Resolution, please read the notes at the end of this document.~~

I, being the sole eligible member of the Company and a person entitled to vote on the Resolution:

- 1 confirm that I have received a copy of the above written Resolution; and
- 2 hereby irrevocably resolve and agree that the above Resolution is passed as a written resolution and that such resolution shall take effect as a special resolution.

Signed by

For and behalf of

Energy Power Resources Limited

Date

16 July 2018

NOTES:

- 1 Please indicate whether you wish to vote for or against each Resolution by marking an "X" in the box next to the relevant Resolution headed "For" or "Against", then sign and date this document where indicated above and return it to the Company in hard copy or in electronic form.
- 2 A written resolution is passed when the required majority of eligible members has signified their agreement to it.
- 3 If you do not agree to the Resolution, you do not need to do anything: You will not be deemed to agree if you fail to reply.
- 4 If you return the form without placing a mark next to one or more Resolutions then you will not be deemed to agree to these Resolutions.
- 5 If a mark is made in a "For" box which is not an "X" it will only be accepted as a vote in favour of the resolution if it is clear that it is intended to be such a vote.
- 6 Any alterations to this document should be clearly legible and initialled.
- 7 Once you have indicated your agreement to any of the Resolutions, you may not revoke your agreement.
- 8 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date.
- 9 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 10 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.