

## RESOLUTIONS OF MAXXIMA LIMITED

(Company Number 04197152)

(the “Company”)

**Passed 2 September 2021**

The following resolutions of the Company were duly passed as a special resolution on 2 September 2021 by way of written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

### SPECIAL RESOLUTIONS

1. **THAT** Article 3.6 and Article 3.7 of the article of association of the Company be deleted.
2. **THAT** the provisions of the articles of association of the Company be altered by the insertion of the following new article as article 18:

#### GRANTING SECURITY

*18.1. “Notwithstanding anything contained in these articles or otherwise:*

- (a) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to; and*
- (b) the directors shall not refuse to register, nor suspend registration of any transfer of shares where such transfer is:*
  - (i) to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a “Secured Institution”), or to any nominee of such a Secured Institution;*
  - (ii) executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;*
  - (iii) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or*
  - (iv) delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.*

*18.2. Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this Article and the Company shall not claim any lien, howsoever arising in respect of such shares whilst any such security remains unreleased.*

*18.3. A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security shall be conclusive evidence of such a fact.*

*18.4. A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.*

*18.5. For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."*

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Latham & Watkins