

Company No. 04252332

Private company limited by shares

WEDNESDAY



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10/06/2020

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COMPANIES HOUSE

WRITTEN RESOLUTIONS

OF

LONE EAGLE RETAIL LIMITED (Company)

Circulated on 21 April 2020 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), it is proposed by the directors that the resolutions numbered 1 and 2 below are passed as special resolutions (**Resolutions**). We, being the sole member of the Company entitled to vote on the Resolutions **HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING**, as special resolutions of the Company, and hereby irrevocably agree in accordance with Section 288 of the Act that the said resolutions shall be effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. THAT, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article 3.2 immediately after Article 3.1:

"Notwithstanding anything contained in these Articles no lien shall attach to any share in the Company, whether fully paid or not, in the name of any person whether he be the sole holder thereof or one of two or more joint holders on any shares which have been charged by way of security to a Secured Party (as defined in Article 4.2)."

2. THAT, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article 4.2 immediately after Article 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, other financial institution or other person to which such shares have been mortgaged or charged by way of security (each a "**Secured Party**"), or to any nominee of a Secured Party 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 Secured Party; or
- b) where such transfer is by or on behalf of a Secured Party or any nominee of a Secured Party in favour of any third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by or on behalf of the Secured Party that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being all the persons entitled to vote on the above resolutions on the date on which these Resolutions are circulated, hereby irrevocably agree to the Resolutions.

Signature



Name

Mark Kay

Date of signature

21st April 2020

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By Hand:** delivering the signed copy to the Company at Eagle House, 1 Babbage Way, Exeter Science Park, Exeter, Devon, EX5 2FN.
 - **Post:** returning the signed copy by post to the Company at Eagle House, 1 Babbage Way, Exeter Science Park, Exeter, Devon, EX5 2FN.
2. If you do not agree to all of the Resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Your agreement is irrevocable which means that once you have indicated your agreement to the Resolutions, you may not change your mind.
4. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.