

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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NOTICE OF PASSING OF RESOLUTION

- of -

TRI-EX SECURITY LIMITED (the "Company")

(24 August 2022 the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolution is passed as a special resolution (the "Resolution").

Special Resolution

That the following new Article 61 (Transfers to Secured Institutions) be added to the Company's articles of association after Article 60 (Insurance):

"61. Transfers to Secured Institutions

61.1 Notwithstanding anything contained in these Articles:

- (a) the Directors (or Director if there is only one) of the company may not decline to register any transfer of shares in the company nor suspend registration of any such shares; and
- (b) a holder of shares in the company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the company before any transfer may take place, and no such 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,

where in any such case the transfer is or is to be:

- (i) executed by a bank, financial institution, fund, lender, secured creditor or similar (a "Secured Institution") to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of a Secured Institution) pursuant to a power of sale under such security;
- (ii) delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution under any such security; or
- (iv) to any such Secured Institution (or to its nominee) pursuant to any such security.

61.2 A certificate by any officer of a Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

61.3 Notwithstanding anything contained in these Articles, the Directors (or Director if there is only one) of the company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Institution.”

Vishal Varshney

Director