

Company number 05160167

## The Companies Act 2006

## Company limited by shares

## Written resolutions

of

## Audley Court Limited (the "Company")

9 June 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Audley Court Limited (the "Company") propose that resolution 1 below is passed as an ordinary resolution and resolution 2 below is passed as a special resolution (together, the "Resolutions").

## Ordinary Resolution

That:

## 1. Approval of finance documents

1.1 the terms and transaction contemplated by the execution and delivery by the Company of each of the following documents and the performance by the Company of its obligations under the Finance Documents (as defined in the Amended Facility Agreement) to which it is to be a party, including but not limited to the following documents be hereby approved and confirmed as being in the best interests of the Company and promoting the success of the Company for the commercial benefit and advantage of its members:

- (a) a deed of amendment and restatement to be entered into between, amongst others, HSBC Bank plc as agent (the "Agent") and the Company (the "Amendment and Restatement Deed");
- (b) a facility agreement dated 26 January 2018 between, amongst others, the Company as borrower, HSBC UK Bank PLC (in its capacity as Lead Arranger) and the Agent, as amended and restated pursuant to the Amendment and Restatement Deed (the "Amended Facility Agreement");
- (c) the written resolutions of each of the Guarantors to be signed by the Company as sole shareholder of each Guarantor, approving the terms of and the transactions contemplated by the Amendment and Restatement Deed and each other Finance Document to which it is a party and resolving that each Subsidiary execute, deliver and perform the Amendment and Restatement Deed and Finance Documents to which it is to be a party; and
- (d) all ancillary documentation required in connection with the Finance Documents, together, the "Documents".

1.2 any director of the Company has authority to approve the terms of, and the transactions contemplated by the Transaction Documents (as defined in the Amended Facility Agreement) the Company is party to and any other related Finance Documents, notices, certificates or authorisations to be entered into by the Company;

1.3 the confirmation of the guarantees and security given by the Company pursuant to the Amendment and Restatement Deed is in the best interest of the Company's business and the entry by the Company into the proposed transactions, substantially on the terms set out in the Documents, is to the commercial benefit and advantage of the Company; and

1.4 notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Finance Documents for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).

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## **Special Resolution**

**That:**

**2. Articles of Association**

**2.1 *Insertion of new wording to Article 31***

the articles of association of the Company be amended by the insertion of the following at the end of article 31(5):

"(6) Notwithstanding anything contained in these articles, any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been mortgaged or charged by way of security to a bank, other financial institution or other person to which shares have been mortgaged or charged by way of security (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution or other person to which such shares have been mortgaged or charged by way of security).

(7) 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."

**Important:**

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date (see *Notes 4 and 5 below*), hereby irrevocably agrees to the Resolutions.

DocuSigned by:

*Don Austin*

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duly authorised signatory  
for and on behalf of  
**Audley Group Limited**

Date: 9 June 2020