

**TM SEARCH CHOICE LIMITED**

(the "Company")

**WRITTEN RESOLUTIONS: CIRCULATED ON 22 April 2022**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. Nature of written resolutions**

This document contains proposed written resolutions of the Company for approval by you as a member of the Company. The resolutions are proposed as special resolutions and each require members holding more than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.

**2. Period to approve written resolutions**

If the Company has not received the necessary level of members' agreement to pass the resolutions within 28 days from the date the resolutions were first circulated to members, the resolutions will lapse.

**3. Action required if you wish to approve the resolutions:**

3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than 28 days from the date the resolutions were first circulated to members.

3.3 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than 28 days from the date the resolutions were first circulated to members.

**4. Action required if you do not wish to agree to the resolutions:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.



Company no. 05281723

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**TM SEARCH CHOICE LIMITED (the "Company")**

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

**That** the Company's articles of association be amended by insertion of new articles 18 and 19 as follows:

**SHARE TRANSFERS TO SECURED INSTITUTION**

"18. Notwithstanding anything contained in these Articles, where a transfer of shares in the Company is or is proposed to be:

18.1 executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;

18.2 executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or

18.3 made to any Secured Party pursuant to any relevant security interest,

each being a **"Secured Party Transfer"**,

18.4 the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;

18.5 a holder of shares in the Company shall not be 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 shareholders for the time being of the Company before any such Secured Party Transfer may take place; and

18.6 a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them,

and, for the avoidance of doubt, regulations 4 and 26(5) of the private company model articles shall not apply insofar as it would otherwise prevent or restrict any Secured Party Transfer (or the recognition of any Secured Party Transfer).

A certificate by any officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

19. If there is any inconsistency between any provision of Article 18 and any provision of any other article, the provision of Article 18 shall apply.

**"Secured Party"** means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person."

**Circulation date:** 22 April 2022

**Registered office:** 1200 Delta Business Park, Swindon, Wiltshire, SN5 7XZ

**Agreement to written resolutions**

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	TM GROUP (UK) LIMITED	
Name of signatory:	Charlie MacCready ..... <i>Block capitals please</i>	
Signed on behalf of the member:	.....	Dated: 22 April 2022