

TUESDAY



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29/12/2020

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COMPANIES HOUSE

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Company number 05573440

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
APEX NETWORKS LIMITED (Company)**

Circulation Date: 9th December 2020 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting a new Article 26 (6) and Article 26(7) as follows:

- "(6) Notwithstanding anything contained in these articles, the directors of the company may not decline to register any transfer of shares in the company and may not suspend any registration thereof, where such transfer is:
 - i. to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee, receiver of such Secured Institution, pursuant to any such security;
 - ii. executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts;
 - iii. executed by an agent, receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or
 - iv. the shares are delivered to the company for registration by a Secured Institution in order to perfect its security over those shares,

and the directors of the company shall immediately register any such transfer

of shares on receipt.

- (7) Any provisions in these articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the company shall not apply in relation to any transfer of a share in the company in any of the circumstances referred to in paragraph 26(6) above."

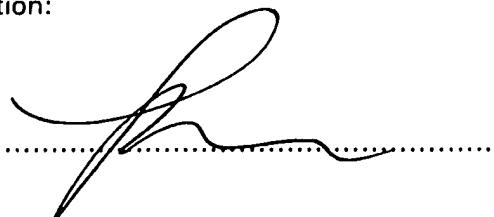
2. THAT the existing articles of association shall be renumbered accordingly.

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by
Jan Pieter Dekker, a director,
for and on behalf of
Apex Networks Holdings Limited



Date

9th December 2020

NOTES

1. If you agree to the Resolution, 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:** Deliver the signed copy to Callum Kirk at DMH Stallard LLP, Wonersh House, Old Portsmouth Rd, Guildford, Surrey GU3 1LR.
 - **Post:** Return the signed copy by post to Callum Kirk at DMH Stallard LLP, Wonersh House, Old Portsmouth Rd, Guildford, Surrey GU3 1LR.
 - **Email:** Attach a scanned copy of the signed document to an email and sending it to callum.kirk@dmhstallard.com. Please enter "Written resolution" in the email subject box.

If you do not agree to the Resolution, you do not need to do anything. You will