

**Stonebridge Mortgage Solutions Limited**

**Registered in England with Company Number 05601592**

(the "Company")

**WRITTEN RESOLUTION**

(Circulation Date: 02/12/ 2020)

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the following resolution of the Company which was duly passed:

**SPECIAL RESOLUTION**

- 1 THAT the articles of association of the Company be amended by the addition of the following new article 18.7:

*"18.7 Notwithstanding anything contained in these articles, the directors shall not decline to register an transfer of shares, nor may they suspend or delay registration thereof where such transfer:*

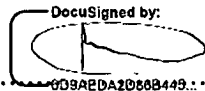
*18.7.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee, successor, permitted assignee or transferee of such a bank or institution (a "Secured Institution"); or*

*18.7.2 is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*

*18.7.3 is executed by a Secured Institution or its nominee pursuant to the power or other power under such security;*

*and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor (including a Secured Institution), of any shares in the capital of the company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not."*

Signature: .....

DocuSigned by:  
  
603A2DA20608449..

Stonebridge Mortgage Solutions

Name:

Robert Clifford

Date: 02/12/2020

