

Company No. 6218832

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

UPP GROUP LIMITED
(the Company')

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signify our agreement to and pass the following written resolution as special resolution of the Company:

SPECIAL RESOLUTION

That the articles of association of the Company be amended by:

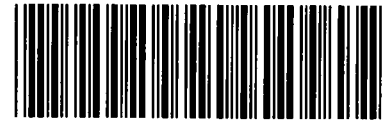
1) Adding the following new Article 15.5:

"15.5 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

- (a) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
 - (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or

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otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

- (b) The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 15.5(a) above).
- (c) The lien set out in article 12, shall not apply to shares held by a Secured Institution (as defined in Article 15.5(a) above).
- (d) Any restriction on the granting of security over shares shall not apply to shares held by a Secured Institution (as defined in Article 15.5(a) above).

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

2) Replacing the existing Article 4.1 with the following:

"4.1 Unless it is:

- (a) a Transfer of B Shares permitted by Articles 6, 7, 9, 10 or 11;
- (b) a Transfer of the legal title to such B Shares to the Nominee pursuant to a Nominee Deed;
- (c) a Transfer by a Secured Institution (as defined in Article 15.5(a) below); or
- (d) a Transfer made with prior written consent of the Board and the A Shareholder Representative,

(each being a **Permitted Transfer**) no B Shareholder or (when the B Shareholder is a Nominee for an Employee Participant) Employee Participant shall sell or transfer any B Share."

Signature: 

For and on behalf of

UPP GROUP HOLDINGS LIMITED

Date: 29/09/2020

EXPLANATORY STATEMENT TO MEMBERS

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to members on 24 September 2020 (**Circulation Date**). If
- 3 you wish to signify agreement to this document please follow the procedure below:
 - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document;
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document;
 - (c) please return the document to the Company at its registered office marked "for the attention of the directors" or hand it to the company secretary or chairman of the board in person; or
 - (d) by scanning this document, attaching it to an email and sending it to the Company at jessica.broom@upp-ltd.com.
- 4 To be valid, this document must be received no later than the period of 28 days beginning with the Circulation Date
- 5 If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolution will lapse.
- 6 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.