

**THE COMPANIES ACTS 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBER'S WRITTEN RESOLUTIONS**  
**Company No 06452150**  
**OLIVER SWEENEY HOLDINGS LIMITED (the "Company")**

**Passed on 19 December 2017**

We, the undersigned being all the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolutions each as a special resolution (the "**Resolutions**") to take immediate effect as if each had been passed as a Special Resolution at a general meeting duly convened and held:

**SPECIAL RESOLUTIONS**

- 1 That the Articles of Association of the Company be amended by inserting the following provision as a new article 3.3 (following current article 3.2).

"The lien referred to in Article 3.1 and Table A, Regulation 8 will not apply where a lender, bank or other financial institution (in each case a "**Secured Party**") has a charge or mortgage over those shares referred to herein."

- 2 That the Articles of Association of the Company be amended by inserting the following provision as new article 13.2 (following current article 13.1):

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a Secured Party (as defined above) or any nominee of a Secured Party 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 a Secured Party; or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,



and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact."

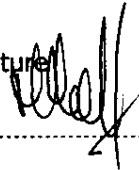
The undersigned, all persons entitled to vote on the above Resolutions hereby irrevocably agrees to the Resolutions.

Members Name

MCFL HOLDINGS LIMITED

Date: 19 December 2017

Signature

  
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**Notes**

- 1 If you agree to the Resolutions, please signify your agreement by signing and dating this document and returning it to the Company at its registered address by 6pm on 19 December 2017.
- 2 Unless by 6pm on 19 December 2017, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to the Resolutions, once signed and received by the Company, may not be revoked.

**OLIVER SWEENEY HOLDINGS LIMITED**

**Company No. 06452150**

**RESOLUTIONS IN WRITING**

**OF THE MEMBERS OF THE COMPANY**

**Passed on 19 December 2017**

On 19 December 2017 all the members entitled to receive notice of and to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company passed the following resolution in writing to take effect as if it had been passed as a Special Resolution of a general meeting duly convened and held.

**SPECIAL RESOLUTIONS**

- 1 That the Articles of Association of the Company be amended by inserting the following provision as a new article 3.3 (following current article 3.2).

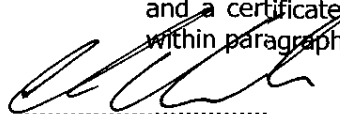
"The lien referred to in Article 3.1 and Table A, Regulation 8 will not apply where a lender, bank or other financial institution (in each case a "**Secured Party**") has a charge or mortgage over those shares referred to herein."

- 2 That the Articles of Association of the Company be amended by inserting the following provision as new article 13.2 (following current article 13.1):

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a Secured Party (as defined above) or any nominee of a Secured Party 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 a Secured Party; or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact."

  
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Director/Secretary