

Company no. 06664240

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**INSIDE PENSIONS LTD ("Company")**

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

**SPECIAL RESOLUTIONS**

1. **That** the Company's articles of association be amended by insertion of new articles 25, 26, 27 and 28 as follows:

- 25** Notwithstanding anything contained in these Articles, where a transfer of shares in the Company is or is proposed to be:

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

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

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

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

25.4 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;

25.5 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

25.6 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, 26(5) and any other regulation 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.

- 26** Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security or held by a Secured Party and any lien

conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable.

**27** Notwithstanding anything contained in these Articles, Article 10 (*Calls of Shares and Forfeiture*) shall not apply in respect of shares which have been mortgaged, charged or pledged by way of security or held by a Secured Party and no call notice may be sent to any Secured Party.

**28** If there is any inconsistency between any provision of these articles 25, 26, 27 and 28 and any provision of any other article, the provision of these articles 25, 26, 27 and 28 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:** 3 June 2021

**Registered office:** First Floor Trident House, 42-48 Victoria Street, St Albans, Hertfordshire, England, AL1 3HZ

Agreement to written resolutions

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

Name of corporate member:	ZEDRA HOLDINGS UK LIMITED	
Name and position of signatory:	DUNCAN BARNFATHER ..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	<div>DocuSigned by: <i>Duncan Barnfather</i> 923FDC421ADC41A...</div> .....	
		Dated: ... 3 June .....