

Company number: 7003332

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

OF

MAINLINE PRODUCTS (UK) LIMITED  
(the "Company")

WEDNESDAY



A12 \*A88F0J5E\* #391  
26/06/2019  
COMPANIES HOUSE

On 28 May 2019, the following special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

#### SPECIAL RESOLUTION

1 **THAT** the articles of association of the Company be amended by deleting the text of Article 6 in its entirety and replacing it with the following.

"(a) Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Article 6 (to the effect that any provision contained in this Article 6 shall override any other provision of these Articles):

(i) The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

(a) 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) (a "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

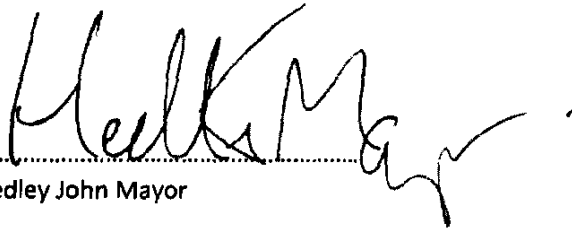
(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

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

- (ii) The lien set out in Article 5 shall not apply to shares held by a Secured Institution.
- (iii) Subject to Article 6(a)(i) the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee within two months of the date of receipt of the stock transfer form, with a notice indicating the reason for refusal, unless they suspect that the proposed transfer may be fraudulent."

A handwritten signature in black ink, appearing to read 'Hedley Mayor', written over a horizontal dotted line.

Hedley John Mayor