

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SOLE SHAREHOLDER'S WRITTEN RESOLUTION
of
C-RETAIL LIMITED
(Company Number: 07139142)

On 7 August 2020 the following special resolution was passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Articles of Association.

SPECIAL RESOLUTION

THAT a new article 26.6 of the Company's articles of association be inserted immediately after existing article 26.5, as follows:

- "26.6 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):
- i. to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "Secured Institution"); or
 - ii. delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or
 - iii. executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable *consideration or otherwise.*"

.....Nick Gresham.....
Director
C-Retail Limited