

Company number 07476617

**SPECIAL RESOLUTION**

OF

**GIGACLEAR LIMITED** (the "Company")

Passed on 16 August 2019

The following resolution was duly passed as a special resolution of the Company by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTION**

That the articles of association of the Company ("**Articles**") be amended by adding the following new article 13 and renumbering the remaining articles:

**"13. TRANSFERS TO SECURED INSTITUTIONS**

13.1 Notwithstanding anything contained in these Articles or otherwise:

(a) any pre-emption rights and/or other rights to require that Shares be transferred to Shareholders, whether for consideration or not, conferred on existing Shareholders or any other person by these Articles or otherwise and any other restrictions on or conditions applicable to the transfer of Shares contained in these Articles or otherwise (including, but not limited to, those contained in article 12) shall not apply to; and

(b) the Directors shall not refuse to register, nor suspend registration of, any transfer of Shares where such transfer is:

(i) to a bank, lender, fund, financial institution or other person to which or to whom such Shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a "**Secured Institution**"), or to any nominee or transferee of such a Secured Institution;

(ii) executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;

(iii) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or

(iv) delivered to the Company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution,

in each case, subject to and in accordance with the terms of any security document.

13.2 Any present or future lien on Shares howsoever arising which the Company has shall not apply in respect of any Shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this article 13.

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13.3 A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned Shares are subject to such security shall be conclusive evidence of such a fact.

13.4 A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

13.5 For the purposes of this article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."

Signed   
Director