

Company number 07690392

SPECIAL RESOLUTIONS

OF

Totternhoe Holdings Limited (**Company**)

Passed on 16 February 2024

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

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended by inserting a new Article 54 as follows:

- **"54.** Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

(i) to a bank or institution or company to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or a company or otherwise) (a **"Secured Entity"**), or to any nominee of such Secured Entity, pursuant to any such security;

(ii) executed by a Secured Entity or its nominee pursuant to the power of sale or other power under any such security; or

(iii) executed by a receiver or manager appointed by or on behalf of any Secured Entity or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

(i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Entity or to its nominee;

(ii) no Secured Entity or its nominee; and

(iii) no receiver or manager appointed by or on behalf of a Secured Entity or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and

no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

2. THAT the existing articles of association shall be renumbered accordingly.

3. THAT the Directors of the Company have a general and irrevocable authority to transfer 200 "X" ordinary shares owned by JGE Commercials Investments Holdings Limited to Tasmar Limited upon SMD Property Management Limited and JGE Commercials Investments Holdings Limited executing Deeds of Waiver in respect of their pre-emption rights contained in the Joint Venture Shareholders' Agreement dated 29 February 2012 and Article 16 of the Company's Articles of Association.

Signed.....

Director