

Company number: 08255583

THURSDAY



**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTIONS OF**  
**JCRA GROUP LIMITED (the Company)**

(passed on.....25 August.....2017)

The following resolutions were duly passed as a special resolutions of the Company on  
25 August 2017 by way of written resolutions in accordance with the  
provisions of Chapter 2 of Part 13 Companies Act 2006:

**SPECIAL RESOLUTIONS**

1. **THAT** the articles of association of the Company be amended by the insertion of the following new article 8, with all other articles to be renumbered accordingly:

**"8. TRANSFER OF CHARGE SHARES**

8.1 Notwithstanding anything contained in these Articles the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

8.2.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**);

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

8.2.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security

8.2.4 and furthermore notwithstanding anything to the contrary contained in these Articles [or in the Companies Act 2006 Model 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 be required to provide any prior written notice to the Company or 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 the Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

2. **THAT** the articles of association of the Company be amended by deletion of article 16, Appointment of directors to be replaced by a new article 16 which states as follows:

**"16. APPOINTMENT AND REMOVAL OF DIRECTORS**

16.1 Unless and until determined otherwise by ordinary resolution of the Company, the number of Directors (other than alternate directors) shall not be more than 14.

16.1.2 The office of a Director shall automatically be vacated, and the Director in question shall be deemed to have resigned on receipt from the holder(s) of Shares holding more than 50% of the total voting rights normally exercisable at any general meeting of the Company requesting his resignation by notice in writing. Such notice (which

may consist of several documents in similar form each signed by or on behalf of one or more persons) must be left at or sent by post to the registered office of the Company and the resignation shall take effect when the notice is received by the Company or, if later, on such date (if any) as may be specified in the notice."



.....  
Director

Date: 25 August 2017.