

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
THE TESTING GROUP LIMITED
COMPANY NUMBER 09430520
(COMPANY)

TUESDAY



COPY SPECIAL RESOLUTION BY
WRITTEN RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolution was passed on .

Special Resolutions

1. THAT, the Articles be amended by inserting a new article 37.6 as follows:

"37.6 *Notwithstanding anything contained in these Articles, the directors of the Company may not unreasonably delay or decline to register a transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:*

- 37.6.1. *executed by any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person (Secured Party) by way of the exercise of any power of sale or other enforcement power under any relevant security interest;*
- 37.6.2. *delivered to the Company for registration by a Secured Party or its nominee or delegate in order to perfect its security over such shares;*
- 37.6.3. *executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest;*
or
- 37.6.4. *made to any Secured Party pursuant to any relevant security*

interest each being a "Secured Party Transfer."

2. THAT, the Articles be amended by inserting a new article 37.7 as follows:

"37.7 Notwithstanding anything contained in these Articles, a holder of shares in the Company shall not:


37.7.1. be required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place; and

37.7.2. have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them for consideration or otherwise."

3. THAT, the Articles be amended by inserting a new article 37.8 as follows:

"37.8 Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable."

4. THAT, the Articles shall be renumbered accordingly.


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Director

23 November 2018
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Date