

Notice of Resolution to Registrar of Companies

SABINA ESTATES GROUP HOLDINGS LIMITED (the "Company")

Company No 09874234

RESOLUTIONS IN WRITING

OF THE MEMBERS OF THE COMPANY

Passed on 29 October 2019

On 29 October 2019 the sole member entitled to receive notice of and to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company passed the following resolution in writing to take effect as if it had been passed as a Special Resolution of a general meeting duly convened and held.

SPECIAL RESOLUTIONS

1 That the Articles of Association be amended by inserting a new provision as article 17.5 as follows:

"The lien referred to in Articles 17.1 and 17.2 will not apply where a lender, bank or other financial institution has a charge or mortgage over those shares referred to herein."

2 That the Articles of Association be amended by inserting a new article 29.2 as follows:

"Notwithstanding anything otherwise provided in these articles or the Model Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

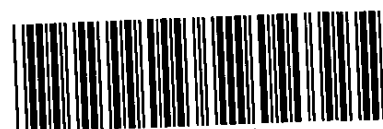
- (a) where such transfer is in favour of a lender, bank or other financial institution or any nominee of a lender, bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "**Secured Party**"); or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact."


Director/Secretary

Certified a true copy

WEDNESDAY



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COMPANIES HOUSE