

Company No 09892975

WRITTEN RESOLUTION

of

MPW 3 LIMITED

(the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Circulation date 30 November 2015

Pursuant to section 291 of the Act, the directors of the Company propose that the resolution below is passed as a special resolution of the Company

THAT the Company alter its articles of association by the insertion of the following new article immediately after what is currently the last article in the Company's articles of association and that such new article be enumerated accordingly and entitled "No restriction on Transfers"

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

- (i) *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"), or*
- (ii) *is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or*
- (iii) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

*and furthermore, notwithstanding anything to the contrary contained in these 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 offer the shares which are or are to be the subject of any transfer aforesaid 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 howsoever to require such shares to be transferred to them whether for consideration or not Furthermore, notwithstanding anything contained in these articles, the company and the directors shall not be entitled to exercise any lien which the company has in respect of its shares that are charged or otherwise subject to security in favour of a Secured Institution "*

We, the undersigned, being the sole member of the Company who at the date of circulation of this resolution would have been entitled to vote on the resolutions, agree to the above resolution



For and on behalf of  
MPW 2 Limited

30 November 2015

THURSDAY



A10 03/12/2015 #318  
COMPANIES HOUSE

## Notes

- (1) You can choose to agree to all of the resolutions or none but you cannot agree to only some of the resolutions. If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the registered office marked for the attention of Charles Ind or Tom Shelford
- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- (4) The resolutions set out above must be passed before the end of the day which is 28 days from the circulation date at the head of these resolutions otherwise they will lapse
- (5) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- (6) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document