

**Print of resolution for filing at Companies House**

**Company Number ~~14751982~~ 09990325**

**Written resolutions**

**of**

**Elas Occupational Health Limited (the "Company")**

**passed on 17 April 2023**

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The resolution below was passed as a special resolution by way of written resolution under Chapter 2 of Part 13 Companies Act 2006.

**SPECIAL RESOLUTION**

That the articles of association of the Company be amended by the addition of the following new article 54:

**"54 SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY**

**54.1** *Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any Share (whether or not it is a fully paid Share) where such transfer is:*

**54.1.1** *to a bank or financial institution] (in its own capacity or as agent, trustee or otherwise) (a "**Secured Institution**") to which such Share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a "**Nominee**");*

**54.1.2** *executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or*

**54.1.3** *executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,*

*and furthermore, notwithstanding anything to the contrary contained in these Articles, no:*

**54.1.4** *transferor or proposed transferor of any Share to a Secured Institution or Nominee;*

**54.1.5** *Secured Institution or Nominee; or*

**54.1.6** *receiver or manager appointed by or on behalf of a Secured Institution or Nominee,*

*shall be required to offer any Share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under these Articles to require any such Share to be transferred to it, whether for consideration or not.*

**54.2** *Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution."*

DocuSigned by:  
*William Latus*  
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Director     willam Latus