

ANTHOLOGY DEVELOPMENT 6 LIMITED

Company number 10246508

Private Company Limited by Shares

(the Company)

29 November 2018

WRITTEN SPECIAL RESOLUTIONS

TUESDAY



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18/12/2018

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COMPANIES HOUSE

Anthology Group Limited being the sole member of the Company (the **Parent**) and being entitled to attend and vote at a general meeting of the Company, agrees in accordance with Chapter 2 of Part 13 of the Companies Act 2006 to pass the resolution set out below as special resolutions, to take immediate effect as if each had been passed as a special resolution at a general meeting duly convened and held:

SPECIAL RESOLUTIONS

- 1 THAT the Articles of Association of the Company be amended by adding the following wording as a new article 46.6:

"Notwithstanding anything otherwise provided in these 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:

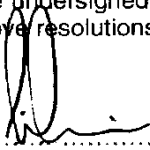
- (a) where such transfer is in favour of a bank, GLA Land and Property Limited or other financial institution or any nominee of a bank, GLA Land and Property Limited or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank, GLA Land and Property Limited 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."

- 2 THAT the Articles of Association of the Company be amended by inserting the following provision as a new article 35.4:

"The lien referred to in this Article 35 will not apply where a lender, bank, GLA Land and Property Limited or other financial institution has a charge or mortgage over those shares referred to herein."

The undersigned, a person entitled to vote on the above resolutions hereby irrevocably agrees to the above resolutions.

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a horizontal line and a small flourish.

For and on behalf of Anthology Group Limited

Date

29 November 2018