

Company Number: 10311740

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

of

RANKSBOROUGH MANAGEMENT COMPANY LIMITED

(the Company)

Passed on: 6 September 2019

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act as special resolutions on the date written above.

IT IS HEREBY RESOLVED THAT:

1. With immediate effect, that the articles of association of the Company shall be amended as follows:

1.1 The following wording shall be added to the end of Article 11(2):

"If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles and accordingly the quorum for the transaction of business in these circumstances shall be one."

1.2 The following new Article shall be added after Article 26(5):

"26(6) Notwithstanding anything contained in these articles, including without limitation article 26, the Directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

(a) 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

(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

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(c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security".

1.3 The following wording shall be added after new Article 26(6):

"26(7) Notwithstanding anything to the contrary in these articles:

(a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferee or proposed transferee be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are deemed to be transferred; and

(b) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in paragraph (a) above to be transferred to them whether for consideration or not".

26(8) Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution."

Signed by Robert Dull,  
a director of **Oakham**  
**Grange Limited** )



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Date: