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10/12/2019

#257

COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Novos Real Estate Limited (the "Company")

Circulation Date: 29<sup>th</sup> November 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolution be passed as a Special Resolution.

**SPECIAL RESOLUTIONS**

**1. THAT** new articles 54, 55, 56 and 57 be added to the articles of association of the Company as follows:

"54. Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

(i) to a bank or other institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution pursuant to any such security, or to any purchaser of such shares following enforcement of such security;

(ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or

(iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

(i) no Secured Institution or its nominee; and

(ii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

(iii) no person to whom shares are transferred by a Security Institution or its nominee, manager or receiver;

shall be required as a condition of registration of any transfer of shares to be bound by the terms of any shareholder agreement.

55. No transferor or proposed transferor of any shares in the Company 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 referred to in the Articles to the shareholders for the time being of

COMPANIES ACT 2006  
SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company number: 10496801

Company name: NOVOS REAL ESTATE LIMITED

On the 29<sup>th</sup> day of NOVEMBER 2019 the following special/written/ordinary resolution was agreed and passed by the members:

That new articles 54, 55, 56 and 57 be added to the articles of association of the company as attached document.

Signed



SHAHEEN JOOAT  
DIRECTOR



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the Company or any of them, and no such shareholder shall have any right under these Articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not.


56. Any provisions in these Articles constituting pre-emption rights or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in the relation to any transfer of a share in the Company in any of the circumstances referred to in Article 54.

57. Any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a Secured Institution."

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being the sole member entitled to vote on the above resolution on the circulation date, hereby irrevocably agree to the resolutions as indicated above:

Signature:  .....

For and on behalf of Novos Real Estate Limited

Date: 29/11 / 2019