

Company No. 10588958

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FCFM GROUP PROPERTIES VIII LIMITED

Circulation Date: 26 March 2020

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended by the insertion of new Article 26(6), 26(7) and 26(8), the wordings of which shall be as follows:
 - (6) Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay 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, successor, permitted assignee or transferee 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
 - (c) 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 or proposed transferor (including a Secured Institution), of any shares in the capital of the Company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

- (7) The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution.
- (8) Any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution (as defined above) by any shareholder of the Company from time to time."

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COMPANIES HOUSE

Signature: 

Name: **Allan Samuel Aldridge**

Duly signed for and on behalf of
Faro Property Holdings Limited

Date: 26/3/20

Signature: 

Name: **Iain Torrens**

Duly signed for and on behalf of
Faro Property Holdings Limited

Date: 26/3/20