

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

C.R.S. COLD STORAGE LIMITED

Company Number 10727003

(the "Company")

FRIDAY



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22/04/2022

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COMPANIES HOUSE

Circulation Date *29 August* 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions below be passed as ordinary resolutions and special resolutions (the "**Resolutions**"):

**ORDINARY RESOLUTIONS**

1. "**THAT** it being in the best interests of the Company, the entry by the Company into the documents listed below and ancillary documents thereto (the "**Documents**") be and are hereby approved:

- a) A facilities agreement ~~dated~~ <sup>to be</sup> 2020 entered into, <sup>by</sup> amongst others, by Allied Irish Bank, p.l.c. (the "**Bank**"), the Company and Carnisle Holdings Limited including a guarantee and indemnity from the Company (the "**Facilities Agreement**").
- b) An English law debenture from the Company in favour of the Bank creating fixed and floating charges and security payments over the entire property, undertaking the assets of the Company (the "**English Debenture**"),

(the Facilities Agreement and the English Debenture are hereinafter referred to as the "**Documents**").

2. "THAT the Company's entry into, and the transactions contemplated by the Documents will promote the success of the Company for the benefit of its members, and that the approval for the Company to enter into the Documents and any ancillary documents thereto be and is hereby given and that in particular the giving of the Documents is in the best interests of the Company's business and accordingly be hereby approved and constituted main objects of the Company."

## **SPECIAL RESOLUTIONS**

1. **THAT** the Company's articles of association be amended by the insertion of a new Article 9.5 immediately after the existing Article 9.4 as follows:-

"9.5 (Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**")."

2. **THAT** the articles of association of the Company be amended by inserting a new Article 10.10 after the existing Article 10.9:

"10.10 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 institution to which such shares have been mortgaged or charged by way of security to a Secured Institution, or to any nominee of such Secured Institution, pursuant to any 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 transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (ii) no Secured Institution or its nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee, shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

3. **THAT** the existing articles of association shall be renumbered accordingly.

#### **AGREEMENT**

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

The undersigned, the member entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Brendan Tappin

Date 22 August 2020

For and on behalf of

C.R.S. Rent A Fridge Limited

## NOTES

1. You can choose to agree to the Resolutions or not. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - a) By Hand: delivering the signed copy to the Company Secretary.
  - b) Post: returning the signed copy by post to the Company's registered office.
  - c) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to an authorised recipient of the Company. Please enter "Written resolutions dated                      " in the e-mail subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.