

Company Number: 11131236

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

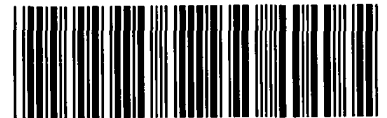
OF

Titan London Estates (VII) Limited

(the "Company")

Circulated on 28/09/2022

SATURDAY



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08/10/2022

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company proposed that the resolutions below are passed as an ordinary and special resolution of the Company (as detailed below). We, being all the members of the Company entitled to vote on the resolutions below and having been supplied with a copy of all draft documents referred to in this resolution **HEREBY PASS THE FOLLOWING RESOLUTION IN WRITING**, as a resolution of the Company, and hereby irrevocably agree in accordance with Section 288 of the Act that the said resolution shall be valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. **THAT** the Articles of Association of the Company be amended by the insertion of the following additional paragraph as a new paragraph:

"26 (6) Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article 26 (6) (to the effect that any provision contained in this Article 26 (6) shall override any other provision of these articles):

(a) The directors (or director, if there is only one) shall not decline to register, or suspend registration of) any transfer of shares, nor may they suspend registration thereof and a holder of the shares in the Company is not required to comply with any provisions of the articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place where such transfer:

- i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee, receiver or manager for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so

granted and the transfer was so executed shall be conclusive evidence of such facts); or

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

and the directors (or director, if there is only one) shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise and any pre-emption rights conferred on existing members or any other person by these articles shall not apply to such shares.

- (b) The directors (or director, if there is only one) shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 26 (6)(a)(i) above).
- (c) No lien (whether present or future) in these articles or otherwise shall apply to any shares dividend or moneys payable in respect of any shares where a security interest has been granted over such share in favour of a Secured Institution (as defined in Article 26 (6)(a)(i) above) and the Company shall not claim any lien (howsoever arising) in respect of such share while such security remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of such fact.

Any variation of this article shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

AGREEMENT

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

The undersigned, being the person entitled to vote on the above resolutions on 28/09/2022, hereby irrevocably agree to the resolutions.

Signed by
RANDHAWA, Manjit Singh for
and behalf Titan London Holdings Limited
Date:

: 

28/09/2022

Notes

1. If you agree to the resolution, 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:
 - (i) By Hand: delivering the signed copy to the registered office of the Company
 - (ii) Post: returning the signed copy to the registered office of the Company
- If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, by no later than 28 days following the circulation date specified above, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, 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 or authority when returning this document.