

**THE COMPANIES ACT 2006**  
**ARTMAX 86/88 MARKET STREET LIMITED**  
Company Number 11371237  
(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

Circulation date: 27 March 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Written Shareholder Resolutions**"):

**SPECIAL RESOLUTIONS**

1. **THAT AS A SPECIAL RESOLUTION**, the sole member of the Company hereby approve and authorise the amendment to the articles of association by the insertion of a new article to be numbered 37.4 in the following terms:

"37.4. Notwithstanding any of the provisions in these articles any lien on Shares which the Company may have shall not apply in respect of any shares which have been charged by way of security in favour of any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**")."

2. **THAT AS A SPECIAL RESOLUTION**, the sole member of the company hereby approve and authorise the amendment to the articles of association by the insertion of a new article to be numbered 48.7 in the following terms:

"48.7. Notwithstanding any other provision of these articles:

- (a) the directors shall not decline to register or delay in registering any transfer of any share where such transfer is to a Secured Institution;
- (b) no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise or where such transfer is:
  - (i) to a Secured Institution;
  - (ii) delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under such security;
  - (iii) executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security;

and the directors shall forthwith upon receipt register any such transfer of shares."

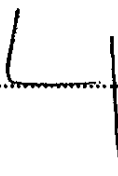


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COMPANIES HOUSE

Please read the Notes at the end of this document before signifying your agreement to the Written Shareholder Resolutions below.

**BY ORDER OF THE BOARD**

.....  
Director

A handwritten signature, possibly reading 'L. J.', is written over a dotted line that extends from the word 'Director'.

## AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on 27 March 2019, HEREBY IRREVOCABLY AGREE to each of the Written Shareholder Resolutions.

  
\_\_\_\_\_  
duly authorised signatory  
for and on behalf of  
**Artmax Development Limited**

Dated: 27 March 2019

## NOTES

1. To signify your agreement to all of the Written Shareholder Resolutions you should sign and date this document where indicated above and return it to the Company by delivery of the signed copy to Oliver Poynton, 100 New Bridge Street, London, EC4V 6JA and via email by attaching a scanned copy of the signed document and sending it to [Oliver.Poynton@bakermckenzie.com](mailto:Oliver.Poynton@bakermckenzie.com).
2. Once you have signified your agreement to the Written Shareholder Resolutions, you may not revoke your agreement.
3. Unless, by (and including) the date falling 28 days after the circulation date of these Written Shareholder Resolutions, sufficient agreement has been received for the Written Shareholder Resolutions to pass, they will lapse.
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.