

A.S.K. PARTNERS LENDCO 3 LIMITED

(Registered No: 11434032)
(the "Company")

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF SOLE MEMBER**

22 October 2018 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that the following resolution set out below be passed as a special resolution (the "Resolution"):

1. **THAT** the articles of association of the Company be amended by the insertion of a new article to be numbered 54 in the following terms:

"54. Transfer of shares, pre-emption on transfer and lien over shares in relation to security held by a secured institution

- 54.1. *Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:*

54.1.1 *is to any bank, lender or institution to which such shares have been charged by way of security or to any nominee of such bank, lender or institution (a "Secured Institution"); or*

54.1.2 *is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*

54.1.3 *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,*

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

- 54.2. *Notwithstanding anything to the contrary contained in these articles, 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 to the shareholders for the time being of 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.*

- 54.3. *Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution."*

WEDNESDAY



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COMPANIES HOUSE

Agreement

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

The undersigned, being the members entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:


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For and on behalf of

A.S.K. PARTNERS LIMITED

Date: 22 October 2018

Notes:

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it using one of the following methods:

- 1.1 **By hand** – delivering the signed copy to:

The Directors of A.S.K. Partners Lendco 3 Limited, ~~51 New Cavendish Street~~,
London, United Kingdom, W1G ~~9TG~~ ^{8HW}

- 1.2 **By post** – returning the signed copy post to:

The Directors of A.S.K. Partners Lendco 3 Limited, ~~51 New Cavendish Street~~,
London, United Kingdom, W1G ~~9TG~~ ^{8HW}; or

- 1.3 **By email** – by attaching a scanned copy of the signed document to an email and sending it to Tom.Driscoll@memerycrystal.com (copying William.Heywood@memerycrystal.com) and then posting the original to Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY for the attention of Tom Driscoll.

2. If you do not agree to the Resolution, you do not need to do anything. You will be deemed not to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the end of the period of 28 days beginning on the Circulation Date ("**Lapse Date**"), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that you return this document (as set out above) on or before the Lapse Date.
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.
6. A written resolution is passed as a **special resolution** if it is passed by members representing not less than 75% of the total voting rights of eligible members. In relation to a resolution proposed as a written resolution, the **eligible members** are the members who would have been entitled to vote on the resolution on the Circulation Date.