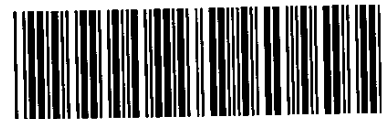


NOTICE OF RESOLUTION
of
Civitas SPV149 Limited
Passed on 20 March 2019

THURSDAY



A09 *A820ZLUØ* #82
04/04/2019
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the following Written Resolution was passed as a Special Resolution of the Company in accordance with section 283 Companies Act 2006 on the date set out above:

SPECIAL RESOLUTION

1. THAT THE COMPANY'S ARTICLES OF ASSOCIATION (ARTICLES) BE AMENDED BY

1.1 inserting new definitions in Article 1 as follows:

Secured Party means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing.

Receiver means any administrative receiver, administrator, receiver or receiver and manager or similar entity appointed by a Secured Party.

1.2 inserting a new Article 26A (and that the existing Articles be renumbered and cross references amended accordingly) as follows:

"26A. REGISTRATION OF SHARES

26A.1 Notwithstanding anything to the contrary contained in these Articles, the directors of the Company will not refuse to register the transfer of any share in the Company and will not suspend any registration thereof, where that transfer is:

26A.1.1 to a Secured Party and/or a company or other entity to whom such shares are transferred at the direction of a Secured Party and/or a Receiver;

26A.1.2 delivered to the Company for registration by a Secured Party in order to perfect or protect its security over the shares; or

26A.1.3 executed by a Secured Party or Receiver pursuant to the power of sale or otherwise under such security,

and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party or Receiver shall be required to notify the Company or 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.

26A.2 Notwithstanding anything to the contrary contained in these Articles, any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party.