

**Written Resolutions passed by the Sole Shareholder of  
MARKERSTUDY (AFFINITY) HOLDINGS LIMITED**  
(Company number 11711544)  
(the **Company**)

Circulation date: 12/06/ 2020

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 **Resolutions**).

**SPECIAL RESOLUTIONS**

1. **THAT**, the articles of association of the Company be amended by inserting a new Article 22 as follows:

**"Lien on secured shares**

**22.** Notwithstanding anything contained in these articles, the company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a secured party and any lien conferred pursuant to these articles shall not apply in respect of any such share, dividend or moneys payable."

2. **THAT**, the articles of association of the Company be amended by inserting a new Article 28 as follows:

**"Transfer of secured shares**

**28.-(1)** Notwithstanding anything contained in these articles-

(a) the directors (or director if there is only one) may not decline to register any transfer of shares nor suspend registration of any such shares; and

(b) a holder of shares in the company is not required to comply with any provision of the articles or any other relevant agreement affecting the company or its members 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 in any such case the transfer is or is to be-

(i) executed by a bank or institution or other entity or person to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution or other person) pursuant to a power of sale under such security;

(ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution or other entity or person under any such security; or

(iii) to any bank or institution or other entity or person (or to its nominee) pursuant to any such security; or

(iv) made to, or executed by, any person deriving title, directly or indirectly, from any person referred to in sub-Articles 28(1)(i)-(iii) (inclusive) above.

(2) A certificate by any officer of such bank or institution, entity, person, nominee or subsequent purchaser or subsequent transferee (as applicable) that the shares were so mortgaged, charged or pledged by way of security and the transfer was so executed shall be conclusive evidence of such facts."

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 sole member of the Company entitled to vote on the Resolutions on 12/06/ 2020, hereby irrevocably agrees to the Resolutions:

Signed for and on behalf of **MARKERSTUDY HOLDINGS (UK) LIMITED** by Keith Barber (Director):



Date:

12 June 2020