

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EVER (CLEVELAND) LTD (the "Company")

Circulated on 11/06/2019

(the "Circulation Date")

WEDNESDAY



A14 *A87XTX7M* 19/06/2019 #85
COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolution (the "**Resolution**"):

ORDINARY RESOLUTION

1. THAT the terms of and the transactions contemplated by the Finance Documents (as defined in the amended and restated facility agreement between, amongst others, the Company and HSBC UK Bank plc) be and are hereby approved; and
2. THAT the entry into the Finance Documents by the Company will promote the success of the Company for the benefit of the members as a whole.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended to include the following as a new Article 54:

"54. Security over shares

Notwithstanding anything contained in these Articles, there shall be no Company's lien over any transfer of shares, and 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:

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security."

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

The undersigned, being the shareholder(s) of the Company entitled to vote on the business of the Company at the Circulation Date, hereby irrevocably agree to the Resolution.


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LIMMAT HOLDINGS INC.

Date: 11/06/2019

For and on behalf of Corpserve Ltd
As sole corporate director of