

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of  
**A.S.K. Partners Lendco 12 Limited (the "Company")**  
**(Company number 12110757)**

TUESDAY



A04      \*A8FONTAG\*      08/10/2019      #138  
COMPANIES HOUSE

circulated on .....23 September.....2019 (the "Circulation Date")

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

**BY SPECIAL RESOLUTION**

1. THAT the articles of association be amended by the addition of the following articles 54 and 55:

**54      Transfer of shares to secured Institutions**

- (1) Notwithstanding anything contained in these articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these articles:

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (b) no Secured Institution or its nominee; and
- (c) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such 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 otherwise to require such shares to be transferred to them whether for consideration or not.

55      **Liens over charged shares**

Notwithstanding anything contained in these articles, the Directors of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to any Secured Institution."

**AGREEMENT**

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

The undersigned, being the sole member of the Company at the time the Resolution was circulated, and being entitled to vote on the Resolution irrevocably agrees to the Resolution.



.....  
On behalf of A.S.K. Partners Limited

Date: 23 September 2019

**NOTES**

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

**By hand:** delivering the signed copy to The Directors, 58 Queen Anne Street, London, England, W1G 8HW.

**Post:** sending the signed copy by post to The Directors, 58 Queen Anne Street, London, England, W1G 8HW.

**Email:** to [dking@askpartners.co.uk](mailto:dking@askpartners.co.uk)

If you do not agree with the Resolution you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

This Resolution shall lapse unless sufficient agreement for the Resolution to be passed is received on or prior to the date following 28 days after the Circulation Date. If you agree to the Resolution, please ensure that your agreement reaches us on or prior to such date.