

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

SHELBORN QUORUM LIMITED

(Registered Number 12190689)

(the "Company")



By written resolution of the member of the Company entitled to vote on it in accordance with Chapter 2 of Part 13 of the Companies Act 2006, on 17 June 2020 the following resolution was passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by:

- a. inserting the following new article 29(A) after article 29:

"29(A) Any provisions in these Articles constituting pre-emption rights or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in the relation to any transfer of a share in the Company to a Secured Person (as defined in article 47(A))."

- b. inserting the following new article 32(A) after article 32:

"32(A) Any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a Secured Person (as defined in article 47(A))."

- c. inserting the following new article 47(A) after article 47:

"47(A) Notwithstanding anything contained in these Articles the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:

- (a) to a lender, a bank or institution, or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any transferee of such a lender, bank, institution or agent and/or trustee (in each case, a "Secured Person"); or*
- (b) delivered to the Company for registration by a Secured Person or its nominee in order to register the Secured Person as legal owner of the shares or in order to transfer the shares to a third party; or*
- (c) is executed by a Secured Person or its nominee pursuant to the power of sale or other power under such security.*

Company No: 12190689

Signed by **LEO SPITZER**

for and on behalf of

MIDWEST HOLDINGS AG

Member

Date of signature: 11TH DECEMBER 2019

Notes:

1. If you agree to the Resolution, please indicate your agreement by signing, dating and returning this document to Shelborn Quorum Limited at Po Box 7010, 2nd Floor, 38 Warren Street, London W1A 2EA.
2. If you do not agree to the Resolution you do not need to do anything; you will not be deemed to have agreed to the Resolution by failing to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you do agree to the Resolution, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by Shelborn Quorum Limited at Po Box 7010, 2nd Floor, 38 Warren Street, London W1A 2EA **within 28 days of the Circulation Date.**
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.