

Company Number: 12321596

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ALDERFORCE HOLDINGS LIMITED

(the "Company")

18 December 2019 (the "Circulation Date")

Unless otherwise defined herein, terms and expressions defined in the Facility Agreement (as defined below) shall bear the same meaning in these Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 set out below be passed as special resolutions of the Company (the "Resolutions").

SPECIAL RESOLUTIONS

THAT:

- 1 the articles of association of the Company be amended by the insertion of a new article to be numbered 60 in the following terms:

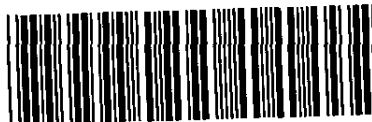
**"60 TRANSFER OF SHARES AND LIEN PROVISIONS IN RELATION TO SECURITY HELD BY A SECURED INSTITUTION**

*60.1 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:*

- (a) is to any bank or institution to which such shares have been mortgaged or charged by way of security in favour of a bank or institution, or to any nominee, successor, permitted assignee or transferee 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*

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(c) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.*

60.2 Notwithstanding anything contained in these articles, any lien on any shares (whether paid or unpaid), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares which have been charged by way of security to a Secured Institution.

- 2 the articles of association of the Company be amended by article 55 being deleted in its entirety and replaced with the following:

*"55 – Subject to article 60 of these articles, the directors shall refuse to register a transfer of a share which has not been made in accordance with the terms of any Shareholders' Agreement and no legal or beneficial interest in any share shall be sold, transferred or otherwise disposed of (other than as security for bank debt) without the prior consent of Raja Adil."*

#### AGREEMENT

Please read the Explanatory Notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

  
.....  
Rafay Ahmed Adil

Date: 18/12 2019

#### EXPLANATORY NOTES

- 1 You may either:
  - (a) agree to all of the above Resolutions; or
  - (b) decline to agree to any of the above Resolutions.

You may not agree to some of the Resolutions but not the other.
- 2 If you agree with the Resolutions, 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:
  - (a) **Post:** Delivering the signed copy for the attention of Sam Evans at Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU.
  - (b) **E-mail:** By attaching a scanned copy of the signed document to an e-mail and sending it to Sam.Evans@gowlingwlg.com. Please enter "*Written resolution*" in the e-mail subject box.
- 3 If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 Unless, within 28 days from the Circulation Date (the "**Lapse Date**") agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during the Lapse Date.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.