

The Companies Act 2006
Company limited by shares

Special resolution

of

STEEL CITY GP 2 LIMITED (Company)
(company number 12430935)

Under section 288 Companies Act 2006 on 16 March 2020 the following written resolutions was passed as a special resolution:

Special Resolution

1. That a new article 26(6) of the articles of association of the Company (the **Articles**) be inserted into the Articles as follows:
"26(6) Notwithstanding any other provision of these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:-
 - (a) is to a bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any 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 register the Secured Institution as legal owner of the shares; or
 - (c) is executed by a Secured Institution or its nominee or any receiver, administrative receiver or administrator appointed by any Secured Institution pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these articles or in any agreement or arrangement applicable to any shares in the company, no transferor or proposed transferor of any such shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a **Relevant Person**), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these articles or any such agreement or arrangement nor shall any Relevant Person be otherwise required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."



a director for and on behalf of
Steel City GP 2 Limited

Date: 16 March 2020

WEDNESDAY



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COMPANIES HOUSE