

Document 05: Written resolution to adopt new articles

Company no. 12565535

The Companies Act 2006
Private company limited by shares
Written resolutions
of
Liberis Funding Limited

17 December 2020 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Liberis Funding Limited (the "**Company**") propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

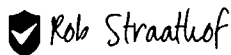
Special Resolution:

1. **That** the draft articles of association attached to this resolution be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

Important:

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

The undersigned, being a person entitled to vote on the resolution on the Circulation Date (see *Note 4*), hereby irrevocably agrees to the Special Resolution.



.....
duly authorised signatory
for and on behalf of
Liberis Holdings Limited

Number of ordinary shares: 1

Date:17 December 2020.....

Notes

1. If you agree to 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 (by delivering the signed copy to Osborne Clarke LLP, 3 Forbury Place, 23 Forbury Road, Reading, RG1 3JH marked for the attention of James Robertson).
 - By post (by returning the signed copy to Osborne Clarke LLP, 3 Forbury Place, 23 Forbury Road, Reading, RG1 3JH marked for the attention of James Robertson).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to james.robertson@osborneclarke.com). Please enter "Written resolutions circulated on • [circulation date]" in the email subject box.
2. **The resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. 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.