

**COMPANY NUMBER 12638560**  
**SPECIAL RESOLUTIONS**  
**OF**  
**FLOW NEWCO LIMITED (the Company)**

Passed on 29 June 2020

The following resolutions were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

The undersigned, being the sole member of the Company entitled, as at the date of circulation, to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolves in accordance with Chapter 2 of Part 13 of the Companies Act 2006 **THAT:**

3. the articles of association of the Company be amended by inserting the following new articles under the section "Share transfers" and after article 26:

*"26A. Notwithstanding anything contained in these articles or otherwise, no transferor of any shares in the company is required to comply with any restriction on the transfer of such shares and any such restriction shall not apply to, and any director shall not refuse to register, nor suspend registration of any transfer of such shares where such transfer is:*

*(a) to any bank lender, financial institution or other person (or any affiliate of or nominee or other entity appointed by or acting on behalf of such a bank lender, financial institution or other person) (a Financial Institution) by way of security (whether such Financial Institution is acting as agent, trustee, on its own account or otherwise);*

*(b) executed by a Financial Institution pursuant to a power of sale or other power under or in connection with any security document which creates any security interest over such shares; and/or*

*(c) executed by a receiver or manager appointed by or on behalf of a Financial Institution under or in connection with any security document which creates any security interest over such shares,*

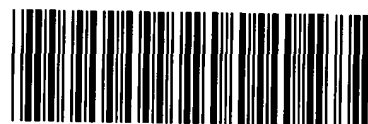
*and:*

*(d) no transferor of any shares in the company to a Financial Institution;*

*(e) no Financial Institution; and/or*

*(f) no receiver or manager appointed by or on behalf of a Financial Institution, shall be required to offer the shares which are or are to be the subject of any transfer described in this article 26A to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under*

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*these articles or otherwise to require such shares to be transferred to that shareholder.*

*A certificate by any officer or employee of a Financial Institution or by a receiver or manager appointed by or on behalf of the Financial Institution certifying that the aforementioned shares were subject to any security and the transfer was so executed will be conclusive evidence of such facts.*

*For the purposes of this article 26A, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.*

*"26B. Notwithstanding anything contained in these articles or otherwise any present or future lien on shares in favour of the company shall not apply in respect of any shares (whether fully or partly paid) which are to be or have been transferred (by way of security or otherwise) to, or otherwise secured in favour of a Financial Institution (as defined in article 26A) or which are or are to be transferred in accordance with the provisions of article 26A above."; and*

4. the existing articles of association of the Company shall be renumbered accordingly; and

5. these resolutions have effect notwithstanding any provisions of the Company's articles of association.

Signed: \_\_\_\_\_



Company Secretary