

**Company number 12727344**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**MANTON FORK LIFTS LIMITED (Company)**

**CIRCULATION DATE:** 14 March 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be amended by inserting new article 56:

56.1. Notwithstanding any other provision of these articles and the Model Articles:

- a) no holder of shares in the Company will have the right under these articles to restrict in any manner or for any period of time, the powers of the directors (or any of them) to borrow, lend, guarantee or grant security for its own obligations or the obligations of another;
- b) the directors shall not decline to register or delay in registering any transfer of any share;
- c) no holder of shares in the Company will be required to comply with any provision of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholders of the Company before any transfer may take place; and
- d) no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise,

where such transfer is:

- i. to a bank, institution, trust, fund, insolvency practitioner or other person to which such shares have been charged by way of security, or to any nominee, receiver, or delegate of such a bank, institution, trust, fund, insolvency practitioner or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or
- ii. delivered to the Company for registration by a Secured Institution or its nominee, receiver or delegate in order to perfect its security over the shares; or
- iii. executed by a Secured Institution or its nominee, receiver or delegate pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith upon receipt register any such transfer of shares.

56.2 notwithstanding anything contained in these articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Institution.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution:

DocuSigned by:  
  
.....  
3C343584FE2D48B.....

Signed for an on behalf of

**Thomas Holdings (North West) Limited**

..... 14 March 2022 .....

Date

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by email to the company secretary or via post to the Company's registered office.  
  
You may not return the Resolution to the Company by any other method.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.