

**THE COMPANIES ACT 2006**  
**WRITTEN RESOLUTION**  
of  
**CLS PRIORY PLACE LIMITED**



**26 April 2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "**Company**") propose that the following resolution (the "**Resolution**") is passed as a special resolution:

**SPECIAL RESOLUTION**

**IT WAS RESOLVED THAT:** the Articles of Association be amended such that the following new Article 26(5) be inserted in substitution for the existing Article 26(5) and the following new Articles 26(6) and 26(7) be inserted below the new Article 26(5):

**"Share transfers**

26

(5) Notwithstanding anything contained in these articles or the Companies Act 2006 Model Articles for Private Companies Limited By Shares (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer:

- (a) is to any bank or institution or other person to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person (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
- (c) is executed by a Secured Institution or its nominee by or on behalf of a Secured Institution or any nominee thereof (including but not limited to any receiver, any delegate or sub-delegate of the party to whom security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under such mortgage, charge and/or call or other option pursuant to the power of sale or other power under its security over the shares,

(each being a "**Secured Institution Transfer**"),

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

For the avoidance of doubt, regulations 4 and 26(5) of the Companies Act 2006 Model Articles for Private Companies Limited By Shares shall not apply insofar as it would otherwise prevent or restrict any Secured Institution Transfer (or the recognition of any Secured Institution Transfer).

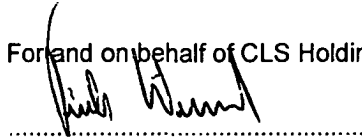
A certificate by any officer of a Secured Institution that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

(6) Notwithstanding anything contained in these articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Institution and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable.

(7) If there is any inconsistency between any provision of this article and any provision of any other article, the provision of this article shall apply."

We, the undersigned, being the sole shareholder entitled to vote on the Resolution on **26** April 2021, hereby irrevocably agrees to the Resolution.

For and on behalf of CLS Holdings plc



Director

**26** April 2021

#### 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 in hard copy to The Secretary, by e-mail to [dfuller@cls Holdings.com](mailto:dfuller@cls Holdings.com) or by fax to +44 (0)20 7840 7728 or in electronic form.
2. If by 28 days from the date of the proposed Resolution, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
3. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
4. 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.


**CLS PRIORY PLACE LIMITED**

Record of written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting.

It is recorded that:

1. The written resolution (the "**Resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolution, was entitled to attend and vote at a General Meeting of the Company.

The Resolution was signed by or on behalf of the sole member on **26** April 2021.



.....  
David Fuller  
Secretary

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
-of-  
CLS PRIORY PLACE LIMITED**

**(Effective 26 April 2021)**

The following resolution was duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from 26 April 2021.

**SPECIAL RESOLUTION**

**IT WAS RESOLVED THAT:** the Articles of Association be amended such that the following new Article 26(5) be inserted in substitution for the existing Article 26(5) and the following new Articles 26(6) and 26(7) be inserted below the new Article 26(5):

**"TRANSFER OF SHARES**

26

(5) Notwithstanding anything contained in these articles or the Companies Act 2006 Model Articles for Private Companies Limited By Shares (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer:

- (a) is to any bank or institution or other person to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person (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
- (c) is executed by a Secured Institution or its nominee by or on behalf of a Secured Institution or any nominee thereof (including but not limited to any receiver, any delegate or sub-delegate of the party to whom security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under such mortgage, charge and/or call or other option pursuant to the power of sale or other power under its security over the shares,

(each being a **"Secured Institution Transfer"**),

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

For the avoidance of doubt, regulations 4 and 26(5) of the Companies Act 2006 Model Articles for Private Companies Limited By Shares shall not apply insofar as it would otherwise prevent or restrict any Secured Institution Transfer (or the recognition of any Secured Institution Transfer).

A certificate by any officer of a Secured Institution that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

(6) Notwithstanding anything contained in these articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Institution and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable.

(7) If there is any inconsistency between any provision of this article and any provision of any other article, the provision of this article shall apply."

A handwritten signature in black ink, appearing to read 'David Fuller', written over a dotted line.

David Fuller  
Secretary