

**Company Number: 13127825**

**WRITTEN RESOLUTION**  
**OF**  
**LIFESTORY DEVELOPMENT (WEST BYFLEET) LIMITED**  
**(the “Company”)**

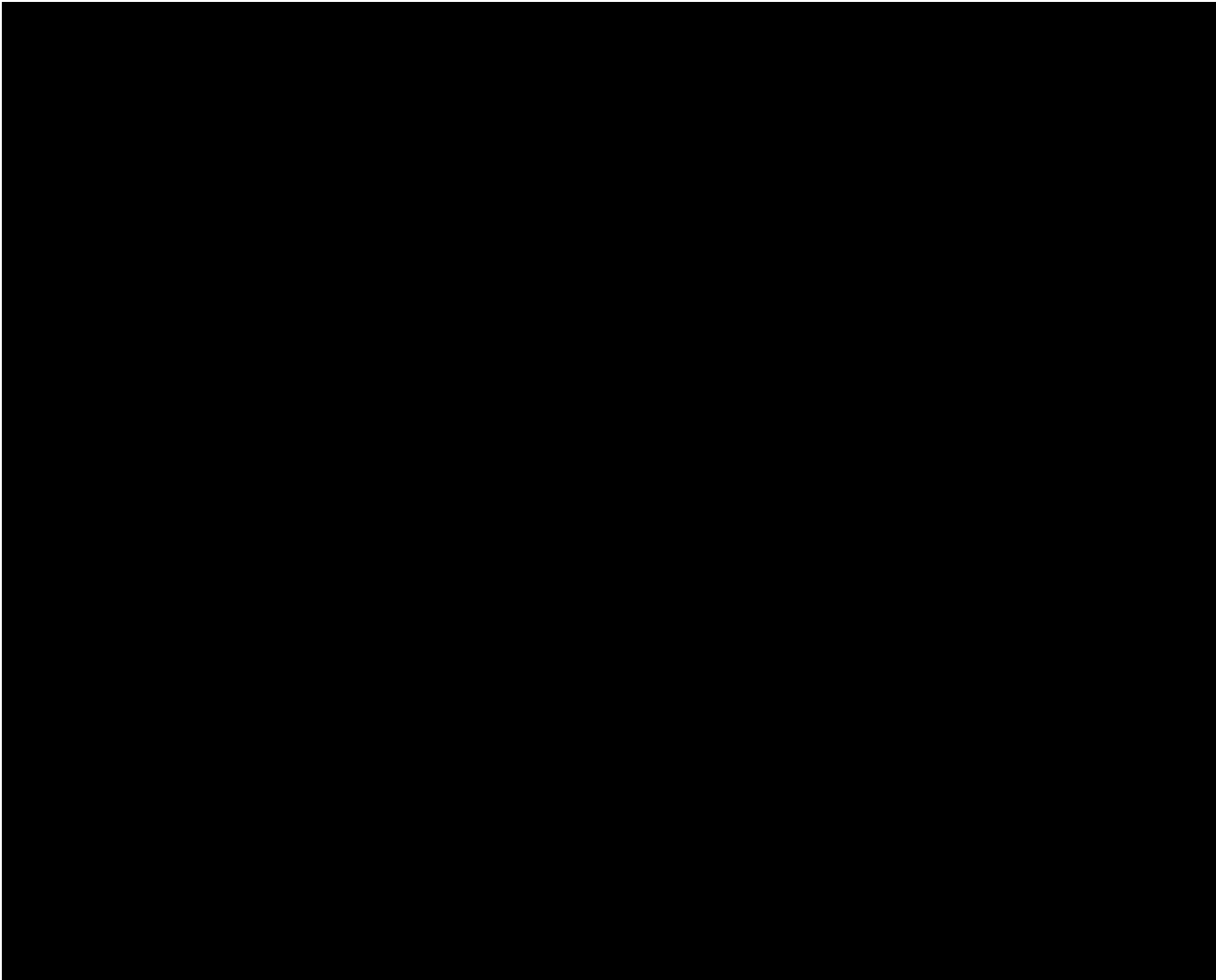
**Circulated on .....13 April..... 2022 (the “Circulation Date”)**

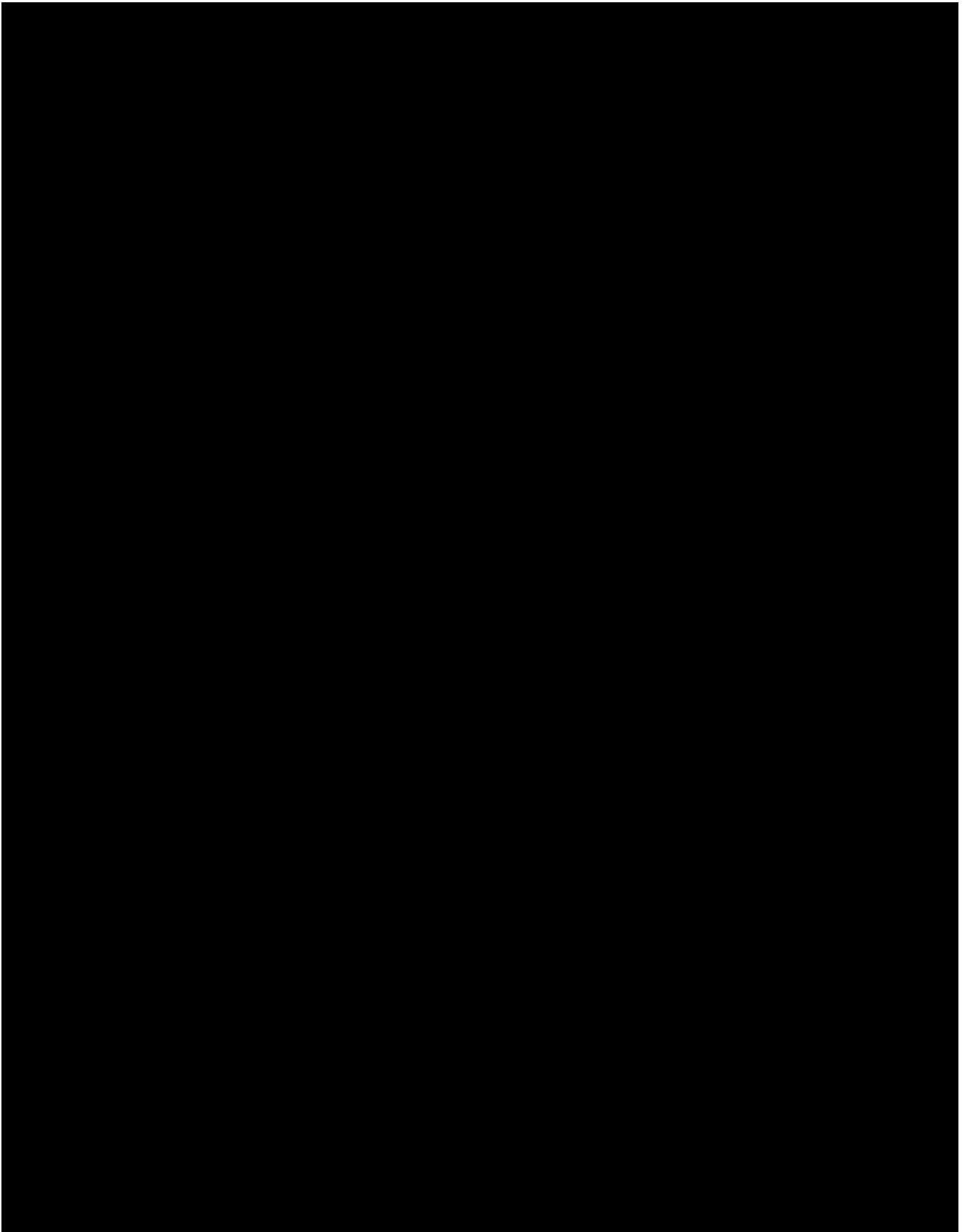
**WRITTEN RESOLUTION**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that the resolutions numbered 1 to 13 (inclusive) below are passed as ordinary resolutions and that the resolutions numbered 14 and 15 are passed as special resolutions (the “**Resolutions**”):

**WE** the undersigned, being the sole eligible member of the Company who would at the date of these Resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, do hereby in accordance with the provisions of Section 288 of the Companies Act 2006 pass the following Resolutions in writing:

**IT IS HEREBY UNANIMOUSLY RESOLVED:**





#### **SPECIAL RESOLUTIONS**

- 14**     **THAT** a new article 26A be included in the Company's articles of association, to read as follows:

26A. SECURED INSTITUTIONS

26A.1 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):

26A.1.1 to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "Secured Institution"), or to any nominee of such Secured Institution pursuant to such security; and

26A.1.2 that has been delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share;

26A.1.3 executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security; or

26A.1.4 executed by a Secured Institution or its nominee pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise.

15 **THAT** a new article 26B be included in the Company's articles of association, to read as follows:

26B. DISAPPLICATION OF LIEN

Any lien on shares that the Company has shall not apply in respect of any shares that have been mortgaged or charged by way of security to a Secured Institution (or any nominee or nominees of a Secured Institution) or that are transferred in accordance with any provision of these Articles and no Secured Institution shall be obliged to comply with any call notice issued by the directors of the Company in respect of any shares transferred to it or mortgaged or charged by way of security to it.

We agree the above Resolutions.

  
Signed by, for and on behalf of  
Lifestory Development Holdings Limited

Date: 13 April 2022