

A.S.K. Partners Lendco 38 Limited

No. 13995903 (the "Company")

**Written resolution of the company pursuant to
section 281 and Chapter 2 of Part 13 of the Companies Act 2006**

Circulation date: 28th March 2022

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolution to be passed as a special resolution.

SPECIAL RESOLUTION

THAT the Articles of Association of the company be altered by the insertion of a new Article 54. Security over Shares, which reads as follows:

54. Security over Shares

- (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):
 - a. to any bank, financial institution or other person in whose favour any such share has been charged by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a **"Secured Institution"**); or
 - b. delivered to the company for registration by a Secured Institution in order to perfect its security over any such share; or
 - c. executed by a Secured Institution 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 provide any prior written notice to the company or 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.

- (2) References to a person in article 54 are to be construed to include references to a corporation, firm, company, partnership, joint venture, unincorporated body of persons, individual of any state or any agency of a state whether or not a separate legal entity and include that person's assignees or transferees or successors in title, whether direct or indirect.
- (3) The company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of these articles relating to liens over shares shall not apply in respect of any such shares."

Agreement to written resolution

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

The undersigned, the persons entitled on the date set out above to vote on the written resolutions, hereby irrevocably agrees to the written resolutions.

Signed by a director of **A.S.K. Partners Limited** the sole corporate shareholder of the Company

DocuSigned by:
Daniel Austin Daniel Austin
Signature.....CD3494EB60E8435.....

date: 28th March 2022

NOTES

Procedures for signifying agreement

1. You can choose to agree to all of the written resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the company.
2. If you do not agree to all of the written resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to written resolution

3. Unless, by the end of the 28th day from the date of circulation of this written resolution, sufficient agreement has been received for the written resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

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.