

Skeleton print to be filed at Companies House

Company Number: 14054145

Private company limited by shares

**Written Resolutions
of**

**A.S.K. Partners Lendco 42 Limited
(the Company)**

Passed on

13 June 2022

On [13 June 22 the following resolutions were duly passed as written resolutions in accordance with sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

SPECIAL RESOLUTION

- 1 **That** the articles of association of the Company be amended by inserting a new Article 26(6) as follows:

"26(6). Notwithstanding anything otherwise provided in these Articles (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise);

- (a) the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of:

- (v) a chargee or mortgagee of any shares; or
- (vi) any nominee of a chargee or mortgagee of any shares;
- (vii) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares; or
- (viii) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares,

and a certificate by an officer of the relevant chargee or mortgagee that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact, and

- (b) no transferor of any shares in the Company or proposed transferor of such shares to a charge or mortgagee in accordance with paragraph (a) above or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."

- 2 **That** the articles of association of the Company be amended by inserting a new Article 29A as follows:

"29A. Notwithstanding anything otherwise provided in these Articles, the Company shall have no lien on any share which is subject to a mortgage or charge in favour of another person."

A solid black rectangular box used to redact a signature.

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Director