

**Company Number 14463232**

**COMPANY LIMITED BY SHARES**

**PRINT COPY OF RECORD OF A DECISION OF THE SOLE MEMBER OF**

**TIME GB (DR) HOLDINGS LIMITED (the "Company")**

**PROVIDED PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006**

**(DECISION TAKEN ON 09 November 2022)**

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Pursuant to section 357(2) of the Companies Act 2006, this is a record of the following decision taken by the sole member of the Company, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in a general meeting:

**SPECIAL RESOLUTION**

1. That the articles of association of the Company be amended by the addition of the following new articles 7(2) and 11(2) to the exclusion of, and in substitution for, the existing articles 7(2) and 11(2) of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006:

*7.2 If and for so long as the Company has only one director –*

*(a) the general rule in article 7(1) shall not apply;*

*(b) the director may take decisions without regard to any of the provisions of these articles relating to directors' decision-making; and*

*(c) for the purpose of article 11(2), the requirement for a quorum shall be deemed to be fixed as one eligible director.*

*11.2 Subject to article 7(2), the quorum for the transaction of business at a meeting of the directors may be fixed from time to time by a decision of the directors and unless otherwise fixed it is two.*

2. That the articles of association of the Company be amended by the addition of the following new articles 54 and 55 and that the existing articles of association of the Company be renumbered accordingly:

**"SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY**

*54. (1) Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any Share (whether or not it is a fully paid Share) where such transfer is:*

*(a) to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a "Secured Institution") to which such Share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a "Nominee");*

(b) executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or

(c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,

and furthermore, notwithstanding anything to the contrary contained in these [Articles], no:

(d) transferor or proposed transferor of any Share to a Secured Institution or Nominee;

(e) Secured Institution or Nominee; or

(f) receiver or manager appointed by or on behalf of a Secured Institution or Nominee,

shall be required to offer any Share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under these Articles to require any such Share to be transferred to it, whether for consideration or not.

55.(1) Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution.

Signature:

DocuSigned by:  
  
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Print name:

Robert Lee Jack Bull.....

Date:

09 November 2022.....