

Company No. 14477534

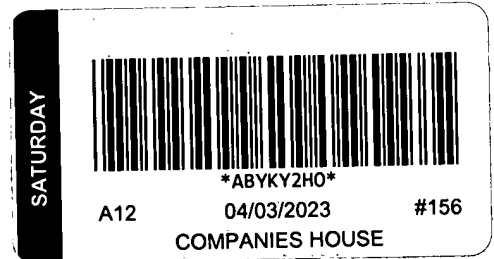
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LP HCS LIMITED

("Company")



Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions detailed below.

SPECIAL RESOLUTION

That the Company's articles of association be amended by insertion of new article 17 as follows and the existing articles shall be renumbered accordingly:

"Secured Party Transfers

17. *Notwithstanding anything contained in these Articles, where a transfer of shares in the Company is or is proposed to be:*

(1) executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;

(2) executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or

(3) made to any Secured Party pursuant to any relevant security interest,

each being a "Secured Party Transfer",

(4) the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;

(5) a holder of shares in the Company shall not be required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place; and

(6) a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them,

and, for the avoidance of doubt, regulations 4 and 26(5) of the private company model articles shall not apply insofar as it would otherwise prevent or restrict any Secured Party Transfer (or the recognition of any Secured Party Transfer).

A certificate by any officer of a Secured Party 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.

(7) Notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor of any shares in the Company to a Secured Party or its nominee and no Secured Party or its nominee shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not.

(8) If there is any inconsistency between any provision of this article 17 and any provision of any other article, the provision of this article shall apply.

*(9) For the purposes of this article 17 "**Secured Party**" means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person."*


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Registered office:

Sapphire Court
Walsgrave Triangle
Coventry
CV2 2TX

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of corporate member:	ADMENTA UK LIMITED	
Signed by ADMENTA UK LIMITED	 ROBIN DARGUE <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	DocuSigned by:  A00C3BEBAA25489...	
		Dated: 28 February 2023