

Company number: NI615728

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

THE MEMBERS OF

ANACONDA GLOBAL HOLDINGS LTD

(the "Company")

Circulation date: 14th July 2019

SPECIAL RESOLUTION



In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution of the Company (the "Special Resolution"):

"THAT the articles of association of the Company be amended by inserting the following new articles immediately after article 26(5) and before article 27:

- (6) Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:
- (i) is to any bank, institution or individual to which or to whom such shares have been charged by way of security, or to any nominee of such a bank, institution or individual (a Secured Entity);
 - (ii) is delivered to the Company for registration by a Secured Entity or its nominee in order to perfect its security over the shares; or
 - (iii) is executed by a Secured Entity or its nominee pursuant to the power of sale or other power under such security
 - (iv) and furthermore notwithstanding anything to the contrary contained in these Articles or in the Companies Act 2006 Model Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Entity or its nominee and no Secured Entity or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any such transfer 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 to require such shares to be transferred to them whether for consideration or not.
- (7) Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the Company shall have no lien on any shares which have been charged by way of security to a Secured Entity.

- (8) Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, any pre-emption rights contained in these articles of association shall not apply in relation to any shares which have been charged by way of security to a Secured Entity by any shareholder of the Company from time to time."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned person(s) entitled to vote on the above Special Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:


ALISTAIR FORSYTH

Date

MARTIN QUINN

Date

EAMON MCMAHON

Date

AGREEMENT

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Date

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Date



EAMON MCMAHON

Date

NOTE:

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- 1.1 **By hand:** delivering the signed copy to the Company's registered address.

- 1.2 **Post:** returning the signed copy by post to the Company's registered address.

If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
3. The Special Resolution will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the Special Resolution, please ensure that your agreement reaches us before that date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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 other authority when returning this document.