

Company Number: NI644315

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

GEATA RECRUITMENT LIMITED

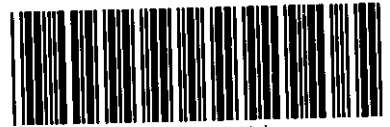
(the "Company")

CIRCULATION DATE:

22 February

2019

MONDAY



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JNI

11/03/2019

#36

COMPANIES HOUSE

Pursuant to 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 (the "**Special Resolution**").

SPECIAL RESOLUTION

We, the undersigned, being the sole member of the Company who at the date this resolution is circulated is entitled to vote on this resolution, declare that the following shall take effect as a special resolution.

WE RESOLVE THAT:

- 1 pursuant to the provisions of section 21 of the Companies Act 2006 the Articles of Association of the Company be amended as follows:
 - 1.1 Article 26(5) be amended by inserting the words "*Subject to the provisions of these Articles*" immediately before "*the directors may refuse to register a transfer...*";
 - 1.2 a new Article 26(6) be inserted into the Articles of Association after the current Article 26(5):

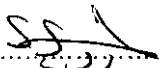
26(6) "Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:

- (a) is to a bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution, a **Secured Institution**; or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security, and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee, shall 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 consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this Article unless not less than 21 days' written notice thereof shall have been given to any such Secured Institution by the Company"; and

- (d) the Directors be and are hereby authorised to transfer shares pursuant to Article 26(6) as if any pre-emption rights contained in the Articles of Association of the Company or otherwise, did and do not apply to such transfer and we hereby waive any pre-emption rights we may have in connection with such transfer."

Signed by:


.....
Director for and on behalf of

Central Fusion Limited

Date:

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this 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 authority when returning this document.