



6

SCHEDULE

PRINT OF WRITTEN RESOLUTIONS FOR FILING AT COMPANIES HOUSE

(Registered Number: SC139238)

**THE COMPANIES ACT 2006
SPECIAL RESOLUTIONS
of
CLYDE BERGEMANN LIMITED (the *Company*)**

Passed on 4 December 2016

The following resolutions were duly passed as written resolutions of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

THAT:

1. the articles of association of the Company be amended by inserting the following new articles after article 6:

"7. Notwithstanding anything contained in these Articles or otherwise, no transferor of any Shares in the Company is required to comply with any restriction on the transfer of such Shares and any such restriction shall not apply to, and the director(s) shall not refuse to register, nor suspend registration of, any transfer of such Shares where such transfer is:

- (g) to any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity appointed by or acting on behalf of, such a bank, lender, financial institution or other person) (a **Financial Institution**) by way of security (whether such Financial Institution is acting as agent, trustee, on its own account or otherwise);*
- (h) duly executed by a Financial Institution pursuant to a power of sale or other power under or in connection with any security document which creates any security interest over such Shares; and/or*
- (i) duly executed by a receiver or manager appointed by or on behalf of a Financial Institution under or in connection with any security document which creates any security interest over such Shares,*

and:

- (j) no transferor of any Shares in the Company to a Financial Institution;*
- (k) no Financial Institution; and/or*
- (l) no receiver or manager appointed by or on behalf of a Financial Institution,*


shall be required to offer the Shares which are or are to be the subject of any transfer described in this Article 7 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 otherwise to require such Shares to be transferred to that shareholder.

A certificate by any officer or employee of a Financial Institution that the Shares were subject to any security and the transfer was so executed will be conclusive evidence of such facts.

For the purposes of this Article 7, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.

"8. Notwithstanding anything contained in these Articles or otherwise any present or future lien on Shares in favour of the Company shall not apply in respect of any Shares (whether fully or partly paid) which are to be or have been transferred (by way of security or otherwise) to, or otherwise secured in favour of, a Financial Institution (as defined in Article 7) or which are or are to be transferred in accordance with the provisions of Article 7 above."

2. the existing articles of association of the Company shall be renumbered accordingly; and
3. these resolutions have effect notwithstanding any provisions of the Company's articles of association.

Signed


Director/Secretary
Patrick von Hagen