

Company number: 3631124

**SPECIAL RESOLUTION**

of

**S.A. BRAIN & COMPANY VENTURES LIIMITED (Company)**

Passed on 27 September 2019

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTION**

1. **THAT**, the articles of association of the Company be altered as follows:

1.1 by the insertion of a new article 19 in the following terms:

“ 19. In this Article:

(i) a “**Relevant Transfer**” means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and

(ii) a “**Secured Party**” means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.

(a) The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.

(b) There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of

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them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them.

(c) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of HSBC Corporate Trustee Company (UK) Limited.

(d) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."

Signed.....



Director

Charles Brain