

Company No: 04224484

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING of
BE LIVING DEVELOPMENTS LIMITED ("Company")



Passed the 19th day of March 2021

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

THAT the Articles of Association are hereby amended by inserting the following as a new Article 13:

"13 Notwithstanding any other provision contained in these Articles, Table A or the Model Articles or the Companies Act 2006 to the contrary:

13.1.1 where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets or to a nominee of such bank, financial institution, trust, fund or other entity (a "**Secured Institution**"), such share (whether fully paid or not) shall be exempt from all liens (whether present or future) in favour of the company that would arise pursuant to these Articles or otherwise howsoever and the company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by an official of such Secured Institution that such security interest remains unreleased shall be conclusive evidence of such fact;

13.1.2 the directors and/or the company shall not decline to register, or suspend registration of, a transfer of shares where the proposed transferee is (i) a Secured Institution, to whom such shares have been charged or mortgaged or otherwise are being transferred by way of security or (ii) a purchaser, transferee or other recipient of the shares from such Secured Institution and a certificate signed by an official of such Secured Institution that the relevant shares are charged shall be conclusive evidence of such fact; and

13.1.3 any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on the transfer of shares contained in these Articles shall not apply on a transfer of any shares where such shares are the subject of a mortgage, charge or other security interest in favour of a Secured Institution, whether such transfer be to a Secured Institution or to a purchaser, transferee or other recipient of the shares from such Secured Institution."

Signed: *Waqar Mahmood*
Director/Secretary
Dated 19 March 2021

Company No: 04224484

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BE LIVING DEVELOPMENTS LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution numbered is passed as a special resolution as detailed below.

SPECIAL RESOLUTION

THAT the Articles of Association are hereby amended by inserting the following as a new Article 13

"13 Notwithstanding any other provision contained in these Articles, Table A or the Model Articles or the Companies Act 2006 to the contrary:

13.1.1 where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets or to a nominee of such bank, financial institution, trust, fund or other entity (a "**Secured Institution**"), such share (whether fully paid or not) shall be exempt from all liens (whether present or future) in favour of the company that would arise pursuant to these Articles or otherwise howsoever and the company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by an official of such Secured Institution that such security interest remains unreleased shall be conclusive evidence of such fact;

13.1.2 the directors and/or the company shall not decline to register, or suspend registration of, a transfer of shares where the proposed transferee is (i) a Secured Institution, to whom such shares have been charged or mortgaged or otherwise are being transferred by way of security or (ii) a purchaser, transferee or other recipient of the shares from such Secured Institution and a certificate signed by an official of such Secured Institution that the relevant shares are charged shall be conclusive evidence of such fact; and


13.1.3 any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on the transfer of shares contained in these Articles shall not apply on a transfer of any shares where such shares are the subject of a mortgage, charge or other security interest in favour of a Secured Institution, whether such transfer be to a Secured Institution or to a purchaser, transferee or other recipient of the shares from such Secured Institution."

Dated: 19 March 2021

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolutions as sole member of the Company, irrevocably agree to such resolutions:

Name of Shareholder	Signature	Date of Signature
for and on behalf of		19/03/2021
BE LIVING HOLDINGS LIMITED	

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement in the following way:

Sign and return this document to Suite 201, The Spirella Building, Bridge Road, , Letchworth Garden City, Hertfordshire SG6 6ET marked for the attention of Wendy McWilliams; or

If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. If sufficient agreement is not received within 28 days of the date of this written resolution then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. 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.