

Company Number: 05630013

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

TECH 21 UK LIMITED  
(the "Company")

28 September 2019 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the sole director of the Company proposes that the resolution below is passed as a special resolution (the "**Resolution**").

THAT:

1. The Company's articles of association be amended by insertion of a new article 53 in the articles of association of the Company, as set out below:

**"TRANSFER TO CHARGE OR MORTGAGEE**

53. Notwithstanding any provisions contained in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise):

- (1) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a share charge (a "**Share Charge**") made by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of:

- (a) a chargee or mortgagee of such shares; or
- (b) any nominee of a chargee or mortgagee of such shares; or
- (c) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or
- (d) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within Articles 53(1)(a), 53(1)(b), 53(1)(c) or 53(1)(d) above shall be conclusive evidence of that fact;

- (2) any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by any shareholder of the Company from time to time pursuant to a Share Charge;
- (3) no lien shall attach to the shares of the Company subject to a Share Charge, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares; and
- (4) the directors shall not have any right of forfeiture over the shares of the Company subject to a Share Charge."

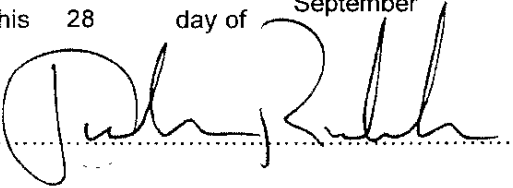


## AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

SIGNED this 28 day of September 2019

Signed: 

Name: JASON LLOYD ROBERTS..... (PRINT NAME)

For and on behalf of: **TECH21 HOLDINGS LIMITED**

## NOTES

1. You can choose to agree to all of the Resolution or none but you cannot agree to only some of the Resolution. If you agree to the 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:
  - (a) **by hand:** delivering the signed copy to Katie McAlister at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW; or
  - (b) **by post:** returning the signed copy by post to Katie McAlister at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW; or
  - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to [k.mcalister@taylorwessing.com](mailto:k.mcalister@taylorwessing.com). Please enter "Written resolutions" in the email subject box.

If you do not agree to the 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 Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.
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.