

Company No: 05872551

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION
of
HOTBOX INTERNATIONAL LIMITED
("Company")
PASSED ON 23 December 2021

THURSDAY



A09 *AAKEU9HC* 30/12/2021 #9
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 23 December 2021 as a special resolution:

SPECIAL RESOLUTION

1. **That** the articles of association of the Company be amended by a minor amendment to article 14 and the addition of a new article 15 as follows (attached hereto in Appendix A):

TRANSFER OF SHARES

14. *Subject to Article 15 below, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and Clause 24 in Table A shall not apply to the Company.*

SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY

15.

(A) *Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any share (whether or not it is fully paid) where such transfer is:*

(i) to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a "Secured Institution") to which such share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a "Nominee");

(ii) executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or

(iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no:

(i) transferor or proposed transferor of any share to a Secured Institution or Nominee;

(ii) Secured Institution or Nominee; or

(iii) receiver or manager appointed by or on behalf of a Secured Institution or Nominee,

shall be required to offer any share that is the subject of any such transfer to the members or any of them, and no such member shall have any right under these Articles to require any such share to be transferred to it, whether for consideration or not.

(B) Notwithstanding anything to the contrary contained in these Articles the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution.

DocuSigned by:
L. Bradley

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Director