

WEDNESDAY



A12 *A71P8RVE* #68
14/03/2018
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARRS PAINTS LTD (Company)

02 MARCH 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution (**Resolution**).

1. That the articles of association of the Company be amended by inserting the following articles as new articles 26(6) and 26(7) after existing article 26(5).

"26(6) Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

(i) where such transfer is in favour of a lender, bank or other financial institution or any nominee of a lender, bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "Secured Party"); or

(ii) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or

(iii) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security, and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (i), (ii) or (iii) above shall be conclusive evidence of that fact.

26(7) The Company shall have no lien on any shares which have been mortgaged or charged by way of security to a Secured Party and the provisions of the articles relating to liens over shares shall not apply in respect of any such shares."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, being those persons entitled to vote on the Resolution on 02 MARCH 2018, hereby irrevocably agrees to the Resolution.

Company number 07464872



Signed by DAVA G Roberts

a director acting for and on behalf of

STRETFORD HOLDINGS LIMITED

Date: 2 MARCH 2018

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to 5th Floor, Kinnaird House, 1 Pall Mall East, London SW1Y 5AU, marked for the attention of Nikul Kad.

You may not return the Resolution to the Company by any other method.

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, within 28 days of the date of this Resolution, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.