

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF STREAT MARKETS LTD (No. 10200294) (Company)

Circulation Date 26 JUNE 2019

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

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting new Article 85 as follows:

85 "Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a Secured Institution), or to any nominee of such Secured Institution, pursuant to any such security;
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (d) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (e) no Secured Institution or its nominee; and
- (f) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it (**Resolution**).

The undersigned, being all the persons entitled to vote on the Resolution on the circulation date hereby irrevocably agree to the Resolution.



Arcade Propco Limited

26 JUNE 2019

Date of Signature

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 by using one of the following delivery methods:
 - a. **By hand or by post:** delivering the signed copy to Simons Muirhead and Burton LLP, 87-91 Newman Street, London, W1T 3EY.
 - b. **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending to justin.hool@smab.co.uk.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by a date that is 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.