

**Gordon Dadds Group Solicitors Limited (the "Company")**

**Company Number: 10328104**

**A private company limited by shares**

**WRITTEN RESOLUTIONS OF THE COMPANY**

**Circulation date:** 8 January 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ("**Resolutions**").

**SPECIAL RESOLUTIONS**

- (1) THAT the articles of association of the Company be amended by inserting a new Article 54 as follows:

54. 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:

- (i) 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;
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iii) 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:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (ii) no Secured Institution or its nominee; and
- (iii) 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 Members for the time being of the Company or any of them, and no such Member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not, and any lien over shares (whether paid or unpaid shares) shall not apply to the shares which are or are to be the subject of any such transfer.

- (2) THAT the existing articles of association shall be renumbered accordingly.

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## AGREEMENT

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

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

Signed by Ince Gordon Dadds Holdings LLP acting by a Member

.....  
CHRISTOPHER YATES



Date

.....8 January 2019