

Company Number: 11849237

The Companies Act 2006
Company Limited by Shares
Written Resolutions
of
AIS Technical Limited
(Company)

FRIDAY



On **1 May** 2019, at least 75% of the members of the Company who were entitled to vote on the resolutions on their circulation date, passed the resolutions below:

Special Resolutions

1. That the articles of association of the Company be amended by inserting the following articles:

16. Secured Institutions

- 16.1 Notwithstanding anything contained in these Articles or otherwise, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

16.1.1 is to any bank, lender or financial institutions, or other person to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a lender, or agent and trustee for a group of banks or institutions or otherwise), or to any affiliate of or nominee or other entity acting on behalf of such a bank, lender, financial institution or other person to which such shares are being transferred by way of security (a **Secured Institution**);

16.1.2 is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares;

16.1.3 is executed by an administrator, receiver or manager appointed by or on behalf of a Secured Institution under any such security; or

16.1.4 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution and no administrator, 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 transfer aforesaid to the shareholders for the time being of the Company or to any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

- 16.2 Any present or future lien on shares howsoever arising which the Company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Secured Institution or which are transferred in accordance with the provisions of this Article.

- 16.3 A certificate from the Secured Institution, or any receiver (or similar officer) that the shares are or are to be subject to security and the transfer is accordance with the provisions of this Article 16 shall be conclusive evidence of such facts.


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Director