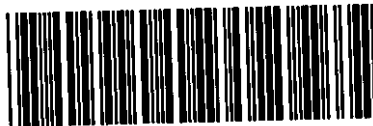


We hereby certify that this  
is a true copy of the original

Date: 31.10.2019  
Signed: DWF (NI) LLP  
DWF (NI) LLP



JNI \*J8HJP23M\* #53  
04/11/2019  
COMPANIES HOUSE

**WRITTEN RESOLUTIONS**

**OF**

**ROCKFORD GSO LIMITED**

**(Registered in Northern Ireland under Company Number: NI632951)**

**(the "Company")**

**CIRCULATION DATE:** 21 October 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution (the "**Resolution**"), and we, the undersigned, being members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, **HEREBY RESOLVE** that the Resolutions be passed as a Special Resolution and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

1. **THAT** a new Article 26(6) shall be inserted into the Company's Articles of Association immediately after the existing Article 26(5):

"26(6) Notwithstanding any other provision herein, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer or shares upon receipt 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 or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or 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 any valuable consideration or otherwise."

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolution. The undersigned, being the shareholders entitled to vote on the above resolutions hereby irrevocably agree to the resolutions above.

Bleaswood  
Director, for and on behalf of  
Rockford Portfolio Limited

Date: 21 October 2019

## NOTES

1. If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods:-

**By hand:** delivering the signed copy to the Company; or

**By post:** returning the signed copy by post to the Company's registered office address.

If you do not agree to the resolutions, 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 resolutions, you may not revoke your agreement.
3. In the case of joint holders of shares, only the vote of the 'senior holder' will be counted. The senior holder is determined by the order in which the names of the joint holders appear in the register of members.
4. If you are signing this document on behalf of another person under a power of attorney or other authority please send copy of the relevant power of attorney or authority when returning this document.
5. If sufficient agreement has not been received for the resolutions to be passed by the date being 28 days from the date of circulation of these resolutions they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before the expiry of that period.