

THE COMPANIES ACT 2006
ROCKBYSEA SCOTLAND II LIMITED

Company Number: SC552614

(the "Company")

WRITTEN RESOLUTIONS

27 July 2017

FRIDAY



S6C4MSW2

SCT

04/08/2017

#97

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolutions below are passed.

I, the undersigned, being the sole member of the eligible members of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions by way of written resolutions:

SPECIAL RESOLUTIONS

THAT Article 24.1(b) of the Articles of Association of the Company be amended by inserting the words "Other than in respect of the provisions of Article 24.1(c)" before "[t]he directors may refuse to register the transfer of a share"; and

THAT Article 24 of the Articles of Association of the Company be amended by inserting the following as a new Article 24.1(c):

"Notwithstanding anything contained in these articles or otherwise, the directors will register any transfer of shares and may not suspend registration of such shares where such transfer is:

- A. to a bank, lender, institution, company or other person to which such shares have been charged, assigned or mortgaged by way of security, whether as agent or trustee for any such person or for a group of banks, institutions, companies or other persons or otherwise, or to any nominee, affiliate or any transferee of such a bank, lender, institution, company or other person (a "Secured Institution");
- B. duly executed by any Secured Institution to whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale or other power under any security document which creates any security interest over such shares; or
- C. duly executed by an administrative receiver or manager or a Secured Institution or its nominee pursuant to the power of sale or other power under any such security document which creates any security interest over such shares,

and furthermore, notwithstanding anything to the contrary contained in these articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise. For the avoidance of doubt, the provisions of Article 24.1(b) will not apply to any such transfer as is

referred to in this Article 24.1(c). Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any share that has been charged to a Secured Institution by a member by way of security."

AGREEMENT

The undersigned, the sole shareholder of RockBySea Scotland II Limited entitled to vote on the above resolution, hereby irrevocably agrees to the resolution:

Signed by


RockBySea Scotland II Holdings Limited