

Company number: 08943865

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GREGORY HOUSE 2014 LTD

(the Company)

TUESDAY



A21 *A60R121W* #13
21/02/2017
COMPANIES HOUSE

Circulation Date: 13 February 2017

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

SPECIAL RESOLUTION

That the Company's articles of association be amended by insertion of new article 48A as follows and the existing articles shall be renumbered accordingly

"Article 48A

Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 48A (to the effect that any provision contained in this article 48A shall override any other provision of these Articles)

- (a) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
- (i) 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
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (iii) 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 of shares upon receipt and furthermore, and 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 share 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 these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise,

- (b) the directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in article 48A (a)(i) above),
- (b) the lien set out in these Articles shall not apply to shares held by a Secured Institution (as defined in article 48A (a)(i) above), and
- (c) any variation of this article 48A shall be deemed to be a variation of the rights of each class of share in the capital of the Company "

AGREEMENT

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

The undersigned, being the only persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution


For and on behalf of
H&SCP Gregory House Ltd

13 February 2017
Date

NOTES

- 1 If you agree with the Written Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before 5 00 pm on February 2017 (the "**Lapse Date**") using one of the following methods
 - 1 1 **By Hand** delivering the signed copy to Sycamore House, Sutton Quays Business Park, Sutton Weaver, Runcorn, Cheshire, WA7 3EH
 - 1 2 **Post** returning the signed copy by post to Sycamore House, Sutton Quays Business Park, Sutton Weaver, Runcorn, Cheshire, WA7 3EH
- 2 If you do not agree with the Written Resolution, you do not need to do anything You will not be deemed to agree if you fail to apply
- 3 Once you have indicated your agreement to the Written Resolution, you may not revoke your agreement
- 4 The Written Resolution will be passed when the required majority of eligible members have signified their agreement to it
- 5 If the Written Resolution is not passed by the Lapse Date they will lapse If the Company receives your signed document after the Lapse Date your agreement to the Written Resolution will be ineffective
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document