

Annexure D

Written Special Resolution amending Articles of Association

Company No. 06378544

Written Special Resolution of AXICORP LIMITED (the "Company")

Circulation Date: *21 September* 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following special resolution (the "**Resolution**") be passed:

SPECIAL RESOLUTIONS

1. THAT, the articles of association of the Company be amended by inserting a new Article 22 as follows:

"22. (1) 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:

- (a) to a bank or institution that has made finance of any nature available to the company or any member of its group, including, but not limited to, by way of a loan convertible to equity and/or 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 "**Financial Institution**"), or to any nominee of such Financial Institution;
- (b) executed by a Financial Institution or its nominee; or
- (c) executed by a receiver or manager appointed by or on behalf of any Financial Institution or its nominee, under any such security (where shares in the company have been mortgaged or charged by way of security in favour of a Financial Institution),

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (d) no transferor of any shares in the company or proposed transferor of such shares to a Financial Institution or to its nominee;
- (e) no Financial Institution or its nominee; and
- (f) no receiver or manager appointed by or on behalf of a Financial Institution or its nominee (where shares in the company have been mortgaged or charged by way of security in favour of a Financial Institution),

shall be required to offer the shares which are or are to be the subject of any such transfer 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 to require such shares to be transferred to them whether for consideration or not,

and furthermore, notwithstanding anything to the contrary contained in these Articles the company shall not be required to offer any shares which are to be allotted to a Financial Institution 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 to require any such shares to be allotted to them whether for consideration or not,

WEDNESDAY

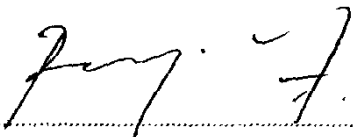


and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (g) no Financial Institution shall be obliged to comply with any call notice issued by the directors of the company in respect of any shares transferred to it or mortgaged or charged by way of security to it; and
 - (h) any lien arising in favour of the company over any shares in the company shall not be enforceable against a Financial Institution."
2. THAT the existing articles of association shall be renumbered accordingly.

Please read the Notes below before signifying your agreement to the Resolution.

The undersigned, being the sole "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolution on the circulation date specified above, irrevocably agrees to the Resolution:



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For and on behalf of AxiCorp Financial Services Pty Ltd

Dated: 15 October 2018