

Company No 09229252

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

81DEANMANCO LTD (THE "COMPANY")

PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

Circulated on 14 December 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed by the directors that the following written resolutions be passed by the Company as a written resolution and be treated as if they had been passed at a general meeting of the Company duly convened and held

- 1 That the Articles of Association of the Company (to the extent they have not been amended previously) be amended by adding the following new provision as article 55

"Notwithstanding anything otherwise provided in these articles (whether by or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof.

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "Secured Party"),
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option, or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

and a certificate of any officer of the Secured Party that the relevant transfer within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact. 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 Party or its nominee and no Secured Party 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 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. Furthermore, notwithstanding anything contained in these articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares in relation to any transfer referred to in this article "

WEDNESDAY



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21/12/2016

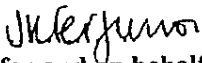
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COMPANIES HOUSE

Agreement

The undersigned, being the sole member of the Company entitled to vote on the above written resolution at the time the resolutions were circulated to vote, irrevocably agrees to the above written resolution

Agreed

Signed 
for and on behalf of 81DeanResiCo Ltd

Date 14th December 2016