COMPANIES ACT 2006

SPECIAL RESOLUTION

Company number: 06964626
Company name: Maxwell Stanley Consulting Limited

On the 6th day of November 2018 the following special resolution was agreed and passed by the members:

1. "That the Company's articles of association be amended by:

   (A) inserting the following additional defined term after the term "Shares" in article 1.1:

   "Secured Party" means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person;"

   (B) adding the following text as article 15.5 immediately after article 15.4:

   15.5 Notwithstanding anything contained in the articles, where a transfer of shares is or is proposed to be:

   a) executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;

   b) executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or

   c) made to any Secured Party pursuant to any relevant security interest,

   each being a "Secured Party Transfer",

   d) the directors (or director if there is only one) of the company may not decline to register (or suspend the registration of) such a Secured Party Transfer;

   e) a holder of shares shall not be required to comply with any provision of the articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the company before any such Secured Party Transfer may take place; and

   f) a holder of shares shall not have any right under the articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them,

   and, for the avoidance of doubt, this article 15.5 shall not apply insofar as it would otherwise prevent or restrict any Secured Party Transfer (or the recognition of any Secured Party Transfer).

   A certificate by any officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts."

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