

Company number 02449260

**The Companies Act 2006**  
**Company limited by shares**  
**Written resolutions**  
**of**

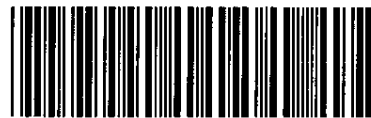
**DataQuest (London) Limited ("Company")**

*24 October 2019* **2019 (the Circulation Date)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that we, being the shareholders of the Company who are entitled to vote on the resolutions set out below, PASS THE FOLLOWING RESOLUTIONS IN WRITING, as special and ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

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#### **SPECIAL RESOLUTION**

5. That the articles of association of the Company be amended by inserting a new Article as follows:

"Article

- A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):
- 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (a) *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*
- (b) *is delivered to the Company for registration by a [Secured Institution] or its nominee in order to perfect its security over the shares; or*

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- (c) 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 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 shares 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 the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

- 2 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 1(a) above).
- 3 [The lien set out in article ☐, shall not apply to shares held by a Secured Institution (as defined in Article 1(a) above).]

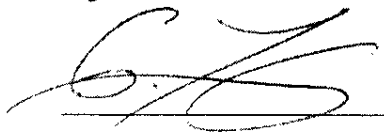
Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

6. That the existing articles of association shall be renumbered accordingly.

Important:

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

Signed:



Duly authorised signatory for and on behalf of DataQuest (UK) Limited

24.10.2019

Date:

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## **IMPORTANT**

### **Notes to shareholders about the proposed Written Resolutions**

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand: by delivering the signed copy to Marriott Harrison LLP at 11 Staple Inn, WC1V 7QH marked for the attention of Mariya Uzunova.

By post: by returning the signed copy to Marriott Harrison LLP at 11 Staple Inn, WC1V 7QH marked for the attention of Mariya Uzunova.

By email: by attaching a scanned copy of the signed document to an email and sending it to [mariya.uzunova@marriotttharrison.co.uk](mailto:mariya.uzunova@marriotttharrison.co.uk). Please enter "Written Resolutions" in the e-mail subject box.

- 2 Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 3 Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 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.