

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INTERQUEST GROUP LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as a special resolution.

SPECIAL RESOLUTION

1. **THAT** with effect from the passing of this resolution, the articles of association of the Company be altered by the inclusion of a new Article 170 and the existing articles shall be renumbered accordingly:

"170.1 Notwithstanding anything contained in these Articles, 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 entity to which shares have been mortgaged, pledged or charged by way of security, or to any nominee of such a bank, institution or other entity (a "**Secured Party**");
- (b) is delivered to the Company for registration by a Secured Party or its nominee in order to perfect its security over the shares;
- (c) is executed by a Secured Party or its nominee pursuant to the power of sale or other power under such security; or
- (d) is executed by a receiver, manager or similar officer appointed by or on behalf of a Secured Party under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles no transferor or proposed transferor of any shares in the Company which are to be transferred or proposed to be transferred to a Secured Party or its nominee, nor any Secured Party or its nominee, shall be required to provide any prior written notice to the Company or to offer shares which are or are to be the subject of any transfer as described herein to the shareholders for the time being of the Company or any of them, and no such shareholder shall have the right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

170.2 Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any shares, dividends or money payments in respect of

shares, which have been mortgaged, pledged or charged by way of security to a Secured Party and the provisions in these Articles relating to liens over shares shall not apply in respect of any such shares, dividends or moneys payable.

170.3 Further, a holder of shares in the Company 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 transfer to a Secured Party may take place.

170.4 A holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a transfer to a Secured Party to be transferred to them.”

Circulation date: 6 September 2018

Registered office:

Cannon Green, 27 Bush Lane, London, England, EC4R 0AA

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Signature:

Name:

Date:2018

NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. 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:
 - a) By Hand: delivering the signed copy addressed to the directors of the Company at the Company's registered office.
 - b) Post: returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
 - c) E-mail: by scanning your signed and dated document, attaching it to an email and sending it to legal@interquestgroup.com. Please enter "Written Resolutions circulated on 6 September 2018" in the e-mail subject box.
2. If you do not agree to all of the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. Unless, before the end of the period of 28 days beginning on 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.
5. 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.
6. 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.