

Company Number 07329196

WRITTEN RESOLUTION OF THE MEMBER

of

**Union Street Cafe Limited
(the "Company")**

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolution (the "**Resolution**") is proposed by the directors as a special resolution. The Resolution is first circulated to members of the Company on 21 September 2015 (the "**Circulation Date**")

SPECIAL RESOLUTION

THAT the Company alter its articles of association by the insertion of the following new article immediately after what is currently the last article in the Company's articles of association and that such new article be enumerated accordingly and entitled "No restriction on Transfers"

- (a) "Notwithstanding anything contained in these Articles, the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where the transfer
- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"), or
 - (ii) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.
- (b) 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 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 "



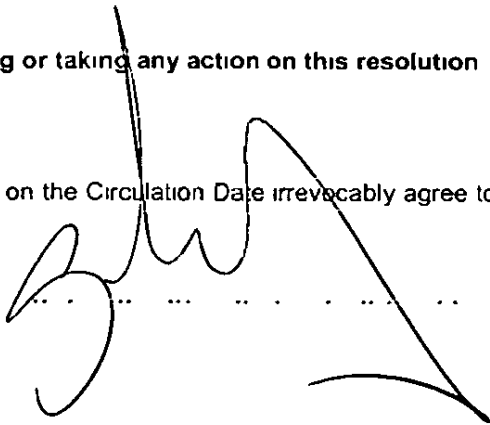
Please read the notes set out below before signing or taking any action on this resolution

AGREEMENT OF MEMBERS

We, being persons entitled to vote on the Resolution on the Circulation Date irrevocably agree to the Resolution

SIGNED by
for and on behalf of
KAVALAKE LIMITED

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