

Company no: 00819519

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

- of -

ARBUTHNOT LATHAM & CO., LIMITED

(the "Company")

31 January 2018

Pursuant to Section 288(3) of the Companies Act 2006, the Directors of the Company have proposed that the following resolutions be passed as Special Resolutions and the Sole Shareholder herewith gives its written consent to the passing of the resolutions hereunder.

SPECIAL RESOLUTIONS

1. THAT The Articles of Association of the Company be amended by the inclusion of Regulations 76 and 79 within Article 2.
2. THAT the Articles of Association of The Company be amended by the inclusion of the additional Articles 12, 13, 14 and 15 under the heading "PRESIDENT." as follows:

 "12. The Directors may appoint a President of the Company (who need not be a Director) either for a specific term or for life and may determine the duties and remuneration of that person.

 13. The President has a responsibility to safeguard the long-term prosperity and wellbeing of the Company and its controlling shareholder.

 14. The President (if a Director) may be elected as Chairman under Article 10.

 15. The President shall be empowered, in exceptional circumstances, to suspend the Chairman with immediate effect until the next general meeting. The Board shall call a general meeting as soon as convenient, which shall either reconfirm the Chairman in his role or elect a new Chairman.
3. THAT the Articles of Association of the Company be amended by the renumbering of the Articles 12 – 22 as Articles 16 – 26.

ANDREW SALMON

Director

For and on behalf of
Arbuthnot Banking Group PLC

Date 31/1/2018



WEDNESDAY



RM
21/02/2018
COMPANIES HOUSE

#72