

J.P. MORGAN PRIVATE FUND MANAGEMENT LIMITED

(JPMPFM or the Company)

(Company Number: 991876)

Companies Act 2006

Written Resolutions of the Member

(Proposed by the Sole Director)

FRIDAY



LD1 *L6LB0XTU* 15/12/2017 #25
COMPANIES HOUSE

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the Sole Director of the Company proposes that the resolutions set out below be submitted to the eligible members of the Company as written resolutions and passed as a special and ordinary resolution respectively.

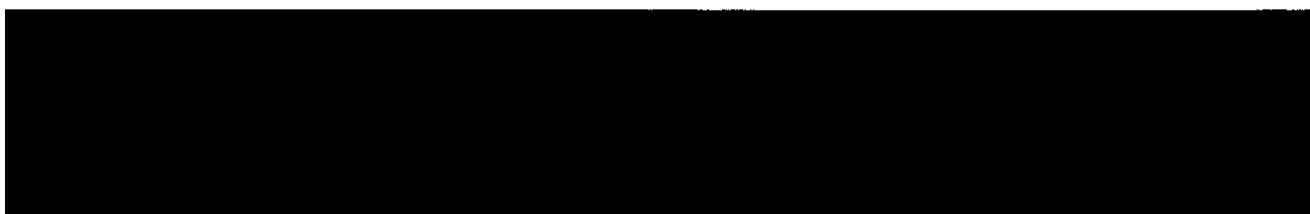
SPECIAL RESOLUTION

THAT, the Sole Director of the Company having on 14 December 2017 made a solvency statement in accordance with section 643 of the Companies Act 2006,:

- a. the share capital of the Company be reduced from £50,000 to £1 by cancelling and extinguishing 24,999 A Ordinary Shares of £1 each and 25,000 B Ordinary Shares of £1 each registered in the name of J.P. Morgan International Bank Limited, in the capital of the Company, in order to create additional distributable reserves.

A copy of the Sole Director's Solvency Statement dated 14 December 2017 is attached to this resolution.

ORDINARY RESOLUTION



The undersigned, being the eligible member on 14 December 2017, irrevocably agrees to the resolutions set out above:

Signed by


Director for and on behalf of
J.P. Morgan International Bank Limited
A and B Ordinary Shareholder

Date: 14 December 2017

Eligible members must signify their agreement to the proposed resolutions as follows: (i) by hand or post, by delivering a signed copy to Hina Patel, 25 Bank Street, Canary Wharf, London, E14 5JP or (iii) by e-mail, by sending a scanned signed copy of the resolutions to hina.patel@jpmorgan.com.

Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the Circulation Date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.

***Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolutions on the Circulation Date (i.e. the date on which the resolutions are sent or submitted to the member).