

PRICOA CAPITAL GROUP LIMITED

COMPANY NUMBER: 01331817

(the "Company")

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY PURSUANT TO
CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 ("CA 2006")**

Circulation Date: 12 November, 2019 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the CA 2006, the directors of the Company (the "**Directors**") propose that the following resolution (the "**Resolution**") be passed as a special resolution by the sole member of the Company.

REDUCTION OF SHARE CAPITAL

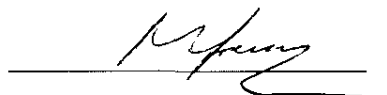
THAT the issued share capital of the Company be reduced from £10,251,000.00 to £4,500,000.00 by cancelling and extinguishing 5,751,000.00 of the issued ordinary shares with a nominal value of £1.00 each in the Company, each of which is fully paid up, and the amount by which the share capital is so reduced by repaid to the holders of those shares.

AGREEMENT

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

The undersigned, the sole member of the Company and the person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by:



Name: Mark Fresson

Title: Director

Date:

12th November 2019

For and on behalf of **PGIM Financial Limited**,
in its capacity as the sole member of the Company.



NOTES

(These notes are not part of any proposed written resolution)

1. This document is proposed by the Directors.
2. This document is sent to the sole member of the Company on the Circulation Date, who is entitled to vote on the Resolution on the Circulation Date.
3. To signify your agreement to this document and to the Resolution, please sign and date this document where indicated above and return it to the Company using one of the following delivery methods:
 - **By hand.** Delivering the signed and dated copy marked "*For the attention of the company secretary of Pricoa Capital Group Limited*" to Grand Buildings, 1-3 Strand, Trafalgar Square, London, WC2N 5HR, United Kingdom.
 - **By Post.** Returning the signed and dated copy marked "*For the attention of the company secretary of Pricoa Capital Group Limited*" to Grand Buildings, 1-3 Strand, Trafalgar Square, London, WC2N 5HR, United Kingdom.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

4. Once you have indicated your agreement to this document and the Resolution, you may not revoke your agreement.
5. Unless by the date which is 28 days beginning on the Circulation Date sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before such date.
6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.