

TUESDAY



A13 *A4964XHF* #33
09/06/2015
COMPANIES HOUSE

The Companies Act 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
Newton Investment Management Limited
(the Company)
Circulation Date 26 May 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution of the Company

THAT the articles of association of the Company (the "Articles") be and are hereby amended as follows

1 all the quorum wording in article 22 be and is hereby deleted and replaced with "The quorum for directors' meeting to be fixed at three, to be comprised of any two executive directors and, either one independent non-executive director or one BNVM director"

The undersigned being entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the above resolution

Signed

for Newton Management Limited

Date

26/5/15

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 to the Company using one of the following methods

By hand delivering the signed copy to Isabella Partridge

Post returning the signed copy by post to Isabella Partridge

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Circulation date 26 May 2015