

Company number
02216149

THE COMPANIES ACT 2006
UNLIMITED COMPANY HAVING A SHARE CAPITAL
WRITTEN ORDINARY AND SPECIAL RESOLUTIONS
OF
MORGAN STANLEY GROUP (EUROPE)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company proposed that the following resolutions be passed as special resolutions:

Special resolutions

1. **THAT** the share capital of the company be reduced by reducing the nominal value of the Ordinary shares of US\$ 0.01 to US\$ 0.00000001 and ordinary shares of £0.10 to £0.00000001 (the "**Capital Reduction**").
2. **THAT** the reserve arising from the Capital Reduction be treated as a realised profit.
3. **THAT**, upon the Capital Reduction becoming effective, the regulations contained in the document attached to these resolutions and marked "C" for the purposes of identification be approved and adopted as the articles of association of the company in substitution for, and the exclusion of, the existing articles of association.

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being the eligible members on 22 March 2023 (the "**circulation date**"), irrevocably agree to the resolutions set out above:

Signed by



Jonathan Haile – Company Secretary and Corporate Representative
for and on behalf of Morgan Stanley International Limited

Date: 22 March 2023

Signed by



Margaret Dugan
for and on behalf of MSL Incorporated

Date: 22 March 2023



An eligible member must signify its agreement to the proposed resolutions as follows: (i) **by hand**, by delivering a signed copy to John Haile, Morgan Stanley, 20 Bank Street, Canary Wharf, London E14 4AD; (ii) **by post**, by sending a signed copy to John Haile, Morgan Stanley, 20 Bank Street, Canary Wharf, London E14 4AD; or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to john.haile@morganstanley.com. An eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, if an eligible member does not agree with the proposed resolutions, it does not need to reply. Once an eligible member has signified its agreement to the proposed resolutions, its 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).