

**WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF A PRIVATE LIMITED
COMPANY**

JAMES HAY HOLDINGS LIMITED

Company No. 02506374
(the "**Company**")

**Written resolutions of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act
2006 (the "Act")**

Circulation Date: 8 February 2021 (the "**Circulation Date**")

In accordance with Part 13 Ch 2 of the Act, the directors of the Company propose the following written resolutions which, in the case of resolutions 1, 2, and 3 are proposed as special resolutions ("**Special Resolutions**") and, in the case of resolution 4, is proposed as an ordinary resolution (the "**Ordinary Resolution**") (the Special Resolutions and the Ordinary Resolution being, together, the "**Resolutions**").

SPECIAL RESOLUTIONS

- 1) That the articles of association attached to this written resolution (the "**New Articles**") be adopted as the Company's articles of association, in substitution for, and to the exclusion of:
 - (a) its existing articles of association; and
 - (b) those provisions of the memorandum of association of the Company which, by virtue of section 28 of the Act are treated as being a provision of the Company's articles of association.
- 2) That, for the avoidance of doubt, any prior restrictions or limitations (whether by way of shareholder resolution, inclusion of a restriction in the memorandum of association or articles of association of the Company or otherwise) on the powers of the directors to allot ordinary shares in the Company be hereby revoked and deleted.
- 3) That the undersigned, being the sole holder of: (i) all ordinary shares of £0.10 in the capital of the Company in issue as at the Circulate Date ("**Ordinary Shares**"); and (ii) all deferred shares of £0.10 in the capital of the Company in issue as at the Circulation Date (the "**Deferred Shares**"), irrevocably:
 - (a) sanctions and consents to the passing and implementation of the resolution set out at 1) above; and
 - (b) sanctions and consents to each and every variation, modification or abrogation of the rights, privileges and restrictions attaching to: (i) the Ordinary Shares; and (ii) the Deferred Shares, which is or may be effected by or involved in the passing or implementation of that resolution.



ORDINARY RESOLUTION

- 4) That the directors be generally and unconditionally authorised pursuant to s. 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**") up to an aggregate nominal amount of £250,000,000 for a period expiring (unless previously revoked, varied or renewed) on the date falling five years from the date on which this resolution is passed, but the directors may:
- (a) before the expiry of that period, make an offer or agreement that would or might require Relevant Securities to be allotted, or rights to subscribe for or convert securities into Relevant Securities to be granted, after this authority expires; and
 - (b) allot Relevant Securities, or grant rights to subscribe for or convert securities into Relevant Securities, in pursuance of such an offer or agreement as if this authority had not expired.


Agreement to the Resolutions

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

The undersigned, a person entitled on the date set out above to vote on the above written resolution, irrevocably agrees to the Resolutions

Signed by Gavin Howard (print name)

Signature.....

DocuSigned by:

5123E7D46064490.....

for and on behalf of:
IFG UK Holdings Limited

Date: 08/02 2021

NOTES

Procedures for signifying agreement

- 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.
- 2 If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. Alternatively, you can signify your agreement by following the email procedures also set out below.
 - o **By hand:** deliver the signed and dated copy to Dunn's House, St Paul's Road, Salisbury, Wiltshire, SP2 7BF.
 - o **By post:** return the signed and dated copy by post to Dunn's House, St Paul's Road, Salisbury, Wiltshire, SP2 7BF.
 - o **By email:** send a scanned copy of the signed and dated Ordinary Resolution to Alice.Dixey@jameshay.co.uk, with a copy to Katya.Lambert@macfarlanes.com.
- 3 If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to written resolution

- 4 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during that date. Your agreement will be ineffective if received after that date.

Attachment

New articles of association