

Company Number: 02793935

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

**ROUSE & CO INTERNATIONAL (UK) LIMITED
(the "Company")**

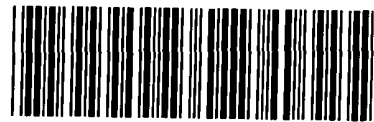
Circulation Date: 27 July 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company having effect as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

THAT the draft articles of association attached to this Resolution be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

THURSDAY



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04/08/2022

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COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolution.

The undersigned was at the time the Resolution was circulated entitled to vote on, and irrevocably agrees to, the Resolution.

DocuSigned by:

Rupert Ross-Macdonald

99B4FA0E7840458

For and on behalf of

ROUSE & CO INTERNATIONAL LIMITED

27 July 2022

Date

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - **By Hand:** delivering the signed copy to Nuriye Bey at Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES;
 - **Post:** returning the signed copy by post to Nuriye Bey at Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES;
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to nuriye.bey@pinsentmasons.com. Please enter "Written resolution dated 27 July 2022" in the e-mail subject box.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

NEW ARTICLES OF ASSOCIATION OF THE COMPANY