

Company Number: 03704031

**THE COMPANIES ACT 2006**

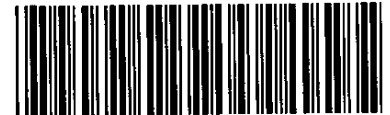
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**Macquarie Capital (Europe) Limited (the "Company")**

THURSDAY



LD2 \*L7GBE1Q0\* 11/10/2018 #16  
COMPANIES HOUSE

The following written resolutions of the sole member of the Company were passed as special resolutions on 27 September 2018, pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

**Special Resolutions**

**Amendment to articles of association (the "Articles")**

1. THAT the Articles of the Company be amended by:

(A) inserting a new definition after "participate" as follows:

*"**FCA**" means the Financial Conduct Authority or any successor regulator.";*

(B) deleting articles 24, 26 and 27 in their entirety and inserting a new article 24 as follows:

***"All shares to be fully paid up***

*24. – (1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.*

*(2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.";*

(C) inserting a new article 35A as follows:

***"Alteration of share capital***

*35A. Subject to the provisions of the Act, the Company may, provided it has obtained permission from the FCA so to do, by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.";*

(D) inserting a new article 35B as follows:

***"Purchase of Own Shares***

*35B. Subject to the provisions of the Act, the Company may, provided it has obtained permission from the FCA so to do, purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares whether out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise.";*

- (E) deleting articles 36(4) to 36(7) in their entirety and inserting a new article 36(4) as follows:

*"All dividends must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.";*

- (F) deleting article 38(b) in its entirety so that article 38 reads as follows:

*"The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by the terms on which the share was issued.";*  
and

- (G) deleting article 40(1) in its entirety and replacing it with a new article 40(1) as follows:

*"40. – (1) The Company may, by ordinary resolution on the recommendation of the directors and provided the Company has obtained permission from the FCA so to do, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or securities in any company)."*

2. THAT the existing Articles be renumbered accordingly.



Helen Everitt  
Company Secretary