

**THE COMPANIES ACT 2006**  
**Private Company Limited by Shares**

**WRITTEN RESOLUTION**  
**of**

**BNY MELLON CAPITAL MARKETS EMEA LIMITED**  
**('THE COMPANY')**

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 special resolution ('the Resolution').

**SPECIAL RESOLUTION**

**RESOLVED THAT** the share capital of the Company be reduced as follows:

- (a) from £20,044,981.00 to £1.00 by cancelling and extinguishing 20,044,980 fully paid Ordinary Shares of £1 nominal value each in the Company each of which is fully paid up the amount by which the share capital is so reduced be credited to a reserve; and
- (b) from \$15,750,000.00 to \$1.00 by cancelling and extinguishing 15,749,999 fully paid Ordinary Shares of \$1 nominal value each in the Company each of which is fully paid up the amount by which the share capital is so reduced be credited to a reserve.

Summary of issued share capital before reduction in capital:

Class of Shares	Nominal Value	Number of issued, allotted and fully paid shares	Value of issued, allotted and fully paid share capital
Ordinary Shares of £1	£1.00	20,044,981	£20,044,981.00
Ordinary Shares of \$1	\$1.00	15,750,000	\$15,750,000.00

Summary of issued share capital after reduction in capital:

Class of Shares	Nominal Value	Number of issued, allotted and fully paid shares	Value of issued, allotted and fully paid share capital
Ordinary Shares of £1	£1.00	1	£1.00
Ordinary Shares of \$1	\$1.00	1	\$1.00

The undersigned, being the sole member of the Company entitled to vote on the Resolution on 11 March 2020, hereby irrevocably agrees to the Resolution:

*Kurtis R. Kurimsky*  
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**Officer**

For and on behalf of

**BNY INTERNATIONAL FINANCING CORPORATION**

Date: 11 March 2020

Circulation date: 9 March 2020

Lapse date: This resolution will lapse if not signed by 31 March 2020

