

Company No. 03882013

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions

of

Sanlam Wealth Planning Holdings UK Limited (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolutions at paragraphs 1 to 3 below are passed by the members of the Company as ordinary resolutions and the resolutions at paragraph 4 are passed by the members of the Company as special resolutions.

We, the undersigned, being entitled as at 23 June 2022, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolutions be passed as written resolutions having effect as ordinary resolutions and special resolutions (as applicable) of the Company.

Capitalised terms used in these written resolutions shall have the same meaning ascribed to them in the senior facilities agreement originally dated 20 September 2021 made between, inter alios, EPF V UK Wealth Midco Jersey Limited as Parent and Ares Management Limited as Arranger and Agent (the "Senior Facilities Agreement") unless otherwise defined herein.

Ordinary Resolutions

1. **That** the Company enters into:
 - (a) an accession deed to the Senior Facilities Agreement and Intercreditor Agreement between, amongst others, the Company, EPF V Wealth Midco Jersey Limited and Ares Management Limited (the "Accession Deed");
 - (b) a formalities certificate to be signed by a director of the Company certifying and confirming various matters relating to the Company pursuant to the accession process (the "Formalities Certificate");
 - (c) an accession deed to the security agreement dated 20 September 2021 to be made between, amongst others, the Company, EPF V Wealth Midco Jersey Limited and Ares Management Limited (the "Transaction Security Document"); and
 - (d) all such further documents, agreements, contracts, deeds, letters, requests, certificates, instruments, charters, protocols, forms and applications (howsoever described), including (without limitation) any: amendment agreement and/or amendment and restatement agreement; amendment, waiver and/or consent request; ancillary document; Transaction Security Document; Hedging Agreement; release letter; prepayment and/or cancellation notice; power of attorney; Utilisation Request; notice and acknowledgment; and any other Finance Document as may be necessary and / or desirable to execute in connection with the Senior Facilities Agreement and / or Accession Deed,

together the "Transaction Documents".
2. **That** the terms of the transactions contemplated by, and the execution and delivery of, the Transaction Documents (including, the guarantee contained therein) to which the Company is



to become a party and the performance by it of its obligations and liabilities thereunder are in the commercial interests of the Company and to its commercial benefit and are hereby approved.

3. **That** a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and no authorisation by the board of directors of the Company shall be required in respect of any such interest.

For the purposes of this resolution, “**Relevant Company**” shall mean:

- (a) the Company;
- (b) any subsidiary undertaking of the Company;
- (c) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking;
- (d) any body corporate promoted by the Company; or
- (e) any body corporate in which the Company is otherwise directly or indirectly interested,

and “**subsidiary undertaking**” and “**parent undertaking**” shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006.

Special Resolutions

4. That the articles of association of the Company be amended by inserting the following article as a new article 29:

Notwithstanding any other provision contained in these Articles or the Companies Act 1985, 1989 and 2006 to the contrary:

- (a) Where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these Articles or otherwise howsoever and the Company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by the party to whom such security interest has been granted (and in form and substance that it shall elect in its sole discretion) that such security interest remains unreleased shall be conclusive evidence of fact.
- (b) The directors and/or the Company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity (and in form and substance that it shall elect in its sole discretion) that the relevant shares are charged shall be conclusive evidence of such fact.
- (c) Any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on the transfer of shares contained in

these Articles shall not apply where shares are being transferred by way of security to a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution, or other entity) or a purchaser, transferee or other recipient of the shares from such bank, financial institution or other entity.

5. That the directors of the Company be instructed to arrange for:
 - (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
 - (b) all appropriate forms and documents to be filed at Companies House.

Date of circulation:

Redacted

Date: 23 June 2022

For and on behalf of EPF V UK Wealth Bidco Jersey Limited

6. If you agree with the Resolutions, 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:
- (a) **By Hand:** delivering the signed copy to Benjamin Rodin, White & Case LLP, 5 Old Broad St, London EC2N 1DW.
 - (b) **By Post:** returning the signed copy by post to Benjamin Rodin, White & Case LLP, 5 Old Broad St, London EC2N 1DW.
 - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail, entering "Written Resolution" in the subject line and sending it to benjamin.rodin@whitecase.com and janam.nagra@whitecase.com.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

7. Unless, by (and including) 28 days beginning with the date of circulation of these Resolutions, 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 this date.
8. Once given, your agreement to the Resolutions may not be revoked.
9. 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.