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TILNEY GROUP LIMITED  
(THE "COMPANY")

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WRITTEN RESOLUTIONS OF THE COMPANY PURSUANT TO S.281 AND PART 13  
CHAPTER 2 COMPANIES ACT 2006

Circulation Date: 3 September 2021

In accordance with Part 13 Chapter 2 Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as a special resolution and an ordinary resolution respectively.

**SPECIAL RESOLUTION**

That, conditional on this resolution being passed on or before 18 September 2021:

- (a) the Company's share premium account be reduced from £446,140.30 to nil; and
- (b) the Company's share capital be reduced by cancelling and extinguishing 9,085 of the 9,086 ordinary shares of £1.00 each in the Company's capital; and

the amount so reduced by the resolutions (a) and (b) be transferred to the Company's reserves (the "Capital Reduction").

**ORDINARY RESOLUTION**

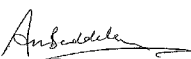
That, subject to and conditional on the Capital Reduction taking effect upon its registration by the Registrar of Companies House (the "Effective Time"), pursuant to article 40 of the Company's articles of association, immediately following the Effective Time a distribution in an aggregate amount of £2,231,811.69 be declared in favour of the Company's sole shareholder, UK Wealth Management Limited ("UKWM"), to be satisfied in specie by way of the assignment to UKWM of the benefit of a receivable owed by TS&W Services Limited to the Company in an amount of £2,231,811.69.

## Agreement to written resolution

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

The undersigned, being the sole person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the written resolution.

Corporate member

Signed  .....

Name: Andrew Baddeley (director)

for and on behalf of

UK Wealth Management Limited

Date: 3 September 2021

## NOTES

### Procedures for signifying agreement

- 1 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.

### Period for agreeing to written resolution

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the written resolution to pass, it will lapse. However, if you agree to the resolution, please ensure that your agreement reaches us before or during 18 September 2021. The requirements of the Companies Act 2006 are such that the resolution may be ineffective if the agreement of members representing not less than 75% of the total voting rights of eligible members is not received on or before that date.