

Company No. 04330127

Written Resolutions of Wilmington Trust (UK) Limited (the "Company")

Circulation Date: 30th July 2018

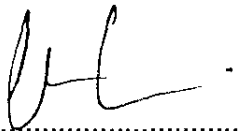
We, being the sole shareholder of the Company who at the date of this resolution is entitled to attend a meeting of the shareholders of the Company resolve, following due consideration and by way of written resolution passed in accordance with the Company's articles of association and the Companies Act 2006.

Special Resolutions

1. To adopt articles in the form of the document attached as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association (including those provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, were treated as provisions of the Company's previous articles of association); and
2. any limitations previously imposed on the Company's authorised share capital whether by the Company's memorandum or articles of association or by resolution of the shareholders be removed.

Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, being an "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions:



.....
Name:

For and on behalf of **Wilmington Trust Corporation**

Date: 30th July 2018



NOTES:

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of 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:

By hand: delivering the signed copy to Nic Patch at Third Floor, 1 King's Arms Yard, London, EC2R 7AF, United Kingdom

Post: returning the signed copy by post to Nic Patch at Third Floor, 1 King's Arms Yard, London, EC2R 7AF, United Kingdom

Email: attaching a scanned copy of the signed document to an email and sending it to transactionteam@wilmingtontrust.com Please enter "Written resolution – reference Articles" in the email subject box.

2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by 28 days beginning with the circulation date sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.

Company Number 04330127

A Private Company Limited by Shares

Articles of Association of Wilmington Trust (UK) Limited

(Adopted by Special Resolution on 30th July 2018)

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Company No. 04330127

A Private Company Limited by Shares

Articles of Association of Wilmington Trust (UK) Limited

(Adopted by Special Resolution on 30th July 2018)

1. Interpretation

1.1 In these Articles, unless the context requires otherwise:

"Act" means the Companies Act 2006, as amended, extended, consolidated or re-enacted from time to time;

"Business Day" means a day (other than a Saturday or Sunday) when clearing banks are open for general business in London;

"electronic means" has the meaning given in section 1168 of the Act; and

"Model Articles" means the model articles for private companies limited by shares set out at Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as in force on the date when these Articles become binding on the Company, and reference to a numbered Model Article is to the relevant article of the Model Articles.

1.2 In these Articles, unless the contrary intention appears, any reference to the singular includes the plural and vice versa and reference to any gender includes the other genders.

2. Applicability of Model Articles

2.1 The Model Articles apply to the Company save as inconsistent with these Articles. No other regulations or articles prescribed by subordinate legislation under any statute concerning companies shall form part of the articles of association of the Company.

2.2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in the Model Articles have the same meanings in these Articles.

3. Decision-making by directors

3.1 Notice of a directors' meeting (or any adjournment thereof) given to a director by electronic means, if sent to an electronic address provided by the director for the purpose, is deemed to have been received by the director one hour after it was sent.

3.2 Entitlement to notice of a directors' meeting may be waived by a director by giving notice to that effect to the Company at any time before or after the meeting and such waiver does not affect the validity of the meeting or of any business conducted at it. Model Article 9(4) does not apply.

3.3 Directors may participate in a directors' meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. If all the directors participating in a meeting are not in the

same place, the meeting is to be treated as taking place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is. Model Article 10 does not apply

- 3.4 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting. The quorum for a directors' meeting is two directors. Model Article 11 does not apply.

4. Directors' interests

- 4.1 A director, notwithstanding his office and that in this situation he has, or can have, a direct or indirect interest or duty that conflicts, or possibly may conflict, with the interests of the Company, may be:

- (a) appointed as director of the Company by notice in writing by any shareholder in accordance with these Articles;
- (b) a shareholder of the Company, or an employee or director or other officer of, or otherwise engaged by or interested in, any shareholder of the Company or any parent undertaking of any shareholder of the Company or any subsidiary undertaking of any parent undertaking of any shareholder of the Company;
- (c) an employee or director or other officer of any subsidiary undertaking of the Company or any undertaking in which the company is otherwise interested;
- (d) a beneficiary of any trust or trusts established for the benefit of employees and directors or former employees and directors of the Company.

- 4.2 The directors shall have no power to authorise any matter which would or might give rise to any breach of the duty of a director under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. For this purpose any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

- 4.3 A director shall not be liable to account to the Company for any remuneration, profit or other benefit he derives directly or indirectly as a result of any situation described in Article 4.1 or (save as provided by the Authorisation) resulting from any matter to which any Authorisation relates, and no contract shall be liable to be avoided on the grounds of any such remuneration, profit or benefit.

- 4.4 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company **or any other matter** in which a director is interested, **or in relation to which he owes a duty to someone other than the Company**, that director is not to be counted as participating in the decision-making process for quorum or voting purposes unless Article 4.5 applies.

- 4.5 This Article applies when:

- (a) the director's interest **or duty** cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (b) the director's interest or duty arises only from a situation described in Article 4.1, or

(c) the company by ordinary resolution disapplies Article 4.4.

4.6 Model Articles 14(4) and 14(5) apply for the purposes of these Articles. Model Articles 14(1), (2) and (3) do not apply.

5. Appointment and removal of directors

5.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by notice to the Company by a shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings

5.2 A shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings may by notice to the Company remove from office any director (whether or not such director was appointed under Article 5.1).

5.3 Any appointment or removal of a director under Articles 5.1 or 5.2 must be made by notice in writing to the Company and takes effect on delivery to the registered office of the Company or at any directors' meeting or any later date specified in the notice.

5.4 A person ceases to be a director as soon as the directors resolve to remove him from office on the grounds that they reasonably believe he has become mentally or physically incapable of acting as a director and may remain so for more than three months. Model Article 18(d) does not apply.

5.5 Save as expressly stated, these provisions apply in addition to Model Articles 17 and 18.

6. Allotment of shares

6.1 The directors shall not exercise any power to allot, or to grant rights to subscribe for or to convert any security into shares in the Company, or to sell any ordinary shares held by the Company as treasury shares, save to the extent authorised from time to time by ordinary resolution

6.2 Sections 561 and 562 of the Act do not apply to the allotment of equity securities (within the meaning given by section 560 of the Act) by the Company.

7. Payment of dividends and other distributions

7.1 In Model Article 30(4), the words "the terms on which shares are issued" are replaced with "the rights attached to any shares".

7.2 In Model Articles 31(1)(a) to (c) (inclusive), the words "either" and "or as the directors may otherwise decide" are deleted, and in Model Article 31(d) the words "either" and "or by such other means as the directors decide" are deleted.

7.3 In Model Article 32(a), the words "the terms on which the share was issued" are replaced with "the rights attached to the share".

8. Administrative arrangements

8.1 Any communication by any shareholder to any other shareholder under these Articles may be sent in any way in which the Company may from time to time send or supply anything to that other shareholder under Model Article 48(1).

- 8.2 Anything sent or supplied by the Company to a shareholder, or by a shareholder to the Company, under and in accordance with the Act, or by the Company or a shareholder under and in accordance with these Articles, is deemed to have been received by the intended recipient:
- (a) if sent by post within the United Kingdom and the sender or supplier is able to show that it was properly addressed, prepaid and posted, two Business Days after it was posted;
 - (b) if sent by post from outside the United Kingdom to an address inside the United Kingdom, or from inside the United Kingdom to an address outside the United Kingdom, and the sender or supplier is able to show that it was properly addressed, prepaid and posted, five Business Days after it was posted;
 - (c) if sent or supplied by electronic means and the sender or supplier is able to show that it was *properly addressed*, *one hour after it was sent*.
- 8.3 A shareholder is entitled to inspect any of the company's accounting or other records. Model Article 50 does not apply.