

Company Number: 05613061

UNLIMITED COMPANY HAVING A SHARE CAPITAL

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

Marex Financial (the "Company")

(passed on 4 March 2019)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Resolutions**"), as indicated below.

SPECIAL RESOLUTIONS

Marex Spectron Group Limited, being the sole member of the Company, hereby resolves unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 of the Companies Act 2006 as follows:

1. THAT the articles of association of the Company be amended by inserting a new Article 27.6 as follows:

"27.6 Notwithstanding anything contained in these articles the directors of the company may not decline to register any transfer of shares in the company and may not suspend any registration thereof, where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution, pursuant to any such security;
 - (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
 - (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security.
2. THAT the lien granted by the provisions of Article 31.1 of the Company's articles of association shall not apply in respect of any shares that have been mortgaged or charged by way of security (whether to a lender or an agent or trustee for a group of banks or institutions or otherwise).
 3. THAT the provisions of Article 32 of the Company's articles of association shall not apply in respect of any shares that have been mortgaged or charged by way of security (whether to a lender an agent or trustee for a group of banks or institutions or otherwise).

THURSDAY

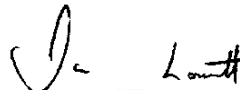


A22 *A80PGSC9* 07/03/2019 #40
COMPANIES HOUSE

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

The undersigned, the sole member of the Company entitled to vote on the Resolutions on 4 March 2019 hereby irrevocably agrees to the Resolutions.

For and on behalf of Marex Spectron Group Limited

By:  _____

Date: 4 March 2019 _____

NOTES

If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company. Once you have indicated your agreement to the Resolution, you may not revoke your agreement. Unless you agree within 28 days of the date of circulation of this written resolution, the Resolution will lapse.