

Company Number: 06309491

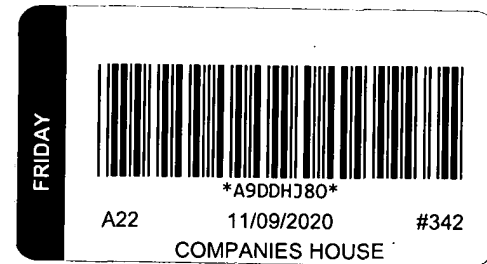
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**SINFONIA ASSET MANAGEMENT LIMITED  
(THE "COMPANY")**

Circulated on 28 August 2020



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following ordinary and special resolutions are passed (the **Resolutions**).

**ORDINARY RESOLUTIONS**

1. **THAT** the terms of (and the transactions contemplated by) the following documents (attached to this resolution for identification) be and are hereby approved:
  - 1.1 a £10,000,000 revolving credit facilities agreement between Tatton Asset Management Plc as Parent, Tatton Asset Management Plc as Original Borrower, the Company and the companies listed in part 1 of schedule 1 as Original Guarantors and Investec Bank Plc as Arranger, Original Lender, Hedge Counterparty, Agent and Security Agent (the **Facilities Agreement**); and
  - 1.2 a debenture between, amongst others, the Company as Chargor and Investec Bank Plc as Security Agent pursuant to which, the Company shall provide a fixed and floating charge over the whole of its property, assets and undertaking in favour of the Security Agent,(each a **Document** and together the **Documents**).
2. **THAT** the entry into the Documents by the Company will promote the success of the Company for the benefit of the members as a whole.
3. **THAT** the Resolutions have effect notwithstanding any term to the contrary in the Company's memorandum and articles of association or any personal interest of any of the Company's directors.

**SPECIAL RESOLUTIONS**

1. **THAT** the Company's articles of association be and hereby are amended by the addition of a new article 33.6 as follows:

"33.6 Notwithstanding any other provision of these Articles:

the directors of the company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where:

- (a) such transfer is executed by any bank or institution in favour of which such shares have been mortgaged or charged by way of security, or by a nominee, receiver or agent of such bank or institution (a **Secured Institution**); or
- (b) such transfer is executed by a Secured Institution pursuant to the power of sale under such security and a certificate by an official of such Secured Institution that

the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or

- (c) the shares are delivered to the Company for registration by a Secured Institution in order to perfect its security over those shares,


and the directors of the Company shall immediately register any such transfer of shares upon receipt.

33.7 Any provisions in these Articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in relation to any transfer of a share in the Company in any of the circumstances referred to in paragraphs 33.6 (a), (b) or (c) above."

## AGREEMENT

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

The undersigned, being persons entitled to vote on the above Resolutions on 28 August 2020, hereby irrevocably agree to the Resolutions:

DocuSigned by:  
  
54D87AC791FF4A2.....  
Signed by Paul Edwards  
for and on behalf of **Tatton Capital Limited**

28 August 2020  
.....  
**Date**

## NOTES

1. If you agree to 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 Sinfonia Asset Management Limited, Paradigm House, Brooke Court, Wilmslow, SK9 3ND.

**Post:** returning the signed copy by post to Sinfonia Asset Management Limited, Paradigm House, Brooke Court, Wilmslow, SK9 3ND.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, within 28 days of the circulation date sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.