

Company Number: 06309919

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**

FRIDAY



**Macquarie Holdings (UK) No.1 Limited (the "Company")**

The following written resolutions of the sole member of the Company were passed as ordinary or special resolutions, as indicated below, on 21 September 2018 pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

**Ordinary Resolution**

1. That the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to an aggregate nominal amount of £130,000,000 (made up of 130,000,000 ordinary shares of £1.00 each and being in addition to the Company's current issued share capital of £200,000,000) provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied.

**Special Resolutions**

**Amendment to articles of association (the "Articles")**

2. THAT the Articles of the Company be amended by:
  - (A) inserting a new definition after "Parent Company" as follows:

*""PRA" means the Prudential Regulation Authority or any successor regulator.";*
  - (B) deleting articles 13 to 27 in their entirety and inserting new articles 13.1 and 13.2 as follows:

***"All shares to be fully paid up***

*13.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.*

*13.2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.";*
  - (C) deleting article 37.4 in its entirety;
  - (D) deleting articles 39 and 40 in their entirety and inserting new articles 39 and 40 as follows:

*"39. Subject to the provisions of the Act, the Company may, provided it has obtained permission from the PRA so to do, by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.*

### **Purchase of Own Shares**

40. Subject to the provisions of the Act, the Company may, provided it has obtained permission from the PRA so to do, purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares whether out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise.”;

- (E) amending article 109 by deleting the words beginning with “or wholly or partly by the distribution of assets...” to the end of the article, so that the new article 109 reads as follows:

*“Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. Such interim dividends may be paid in cash.”;*

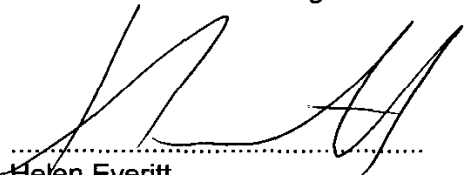
- (F) deleting article 110 in its entirety and replacing it with a new article 110 as follows:

*“All dividends must be paid by reference to each shareholder’s holding of shares on the date of the resolution or decision to declare or pay it.”; and*

- (G) **deleting article 111 in its entirety and replacing it with a new article 111 as follows:**

*“A general meeting declaring a dividend may, upon the recommendation of the directors and provided the Company has obtained permission from the PRA so to do, direct that the dividend shall be satisfied wholly or partly by the distribution of assets.”.*

3. THAT the existing Articles be renumbered accordingly.



Helen Everitt  
Company Secretary