

Company Number: 07282077

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

ISWAP EURO LIMITED (the "Company")

24 JUNE 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**"), the directors (the "**Directors**") of the Company propose that the following resolution (the "**Resolution**") is passed as a special resolution.

THAT, pursuant to section 21(1) of the Act, the articles of association appended to these written resolutions (the "**New Articles**") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT

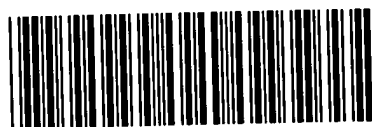
The undersigned, being the sole member entitled to vote on the above Resolution, hereby irrevocably agrees to the Resolution:



.....
for and on behalf of **ISWAP LIMITED**

.....
24 JUNE 2020
Date

WEDNESDAY



A14 *A98D69AA* #257
01/07/2020
COMPANIES HOUSE

NOTES:

- 1 If you agree to 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:
 - 1.1 **By Hand:** delivering the signed copy to Rowena Lowe, ICAP Management Services Limited, Floor 2, 155 Bishopsgate, London, England, EC2M 3TQ.
 - 1.2 **Post:** returning the signed copy by post to Rowena Lowe, ICAP Management Services Limited, Floor 2, 155 Bishopsgate, London, England, EC2M 3TQ.
 - 1.3 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Rowena.Lowe@tpicap.com. Please enter "iSwap Euro Limited Written Resolutions" in the email subject box.

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 Please note that your agreement will be taken as an agreement to the Resolutions. It is not possible to agree to some of the resolutions and not others.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by 28 days following circulation of the resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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.