

SPECIAL RESOLUTION

Company number
07671114

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
PENDAL UK LIMITED (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolution be passed as a special resolution:

SPECIAL RESOLUTION

1. That the share capital of the Company be reduced by cancelling and extinguishing 167,157,682 ordinary shares of GBP1.00 each registered in the name of Pandal Group Limited for no consideration.
2. That the sum standing to the credit of the share premium account of the Company at the date of the passing of this resolution be cancelled.


DOCUMENTS ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement dated 14 December 2021 is attached to this resolution.

AGREEMENT OF ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 14 December 2021 (the **circulation date**), irrevocably agrees to the resolution set out above:

Signed by


.....
for and on behalf of Pental Group Limited

Date:

The sole Eligible member must signify its agreement to the proposed resolution by 28 December 2021

The sole Eligible member must signify its agreement to the proposed resolution as follows: (i) **by hand**, by delivering a signed copy to Joanne Hawkins, Pental UK Limited, Level 3, 1 St James's Market, London, SW1Y 4AH; (ii) **by post**, by sending a signed copy to for the attention of Joanne Hawkins, Pental UK Limited, Level 3, 1 St James's Market, London, SW1Y 4AH; or (iii) **by e-mail**, by sending a scanned signed copy of the resolution to Joanne.Hawkins@pentalgroup.com. The sole eligible member must signify its agreement to the proposed resolution by the date referred to above. However, if the sole eligible member does not agree with the proposed resolution, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolution will lapse if it is not passed by 28 December 2021

***Note:** An "Eligible member" is a member who is or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which copies of the resolution are first sent or submitted to the member).