

Company No: 07740692  
Companies Act 2006

**MIROVA NATURAL CAPITAL LIMITED**  
**(the "Company")**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY**

**(passed on 24 November 2021)**

The undersigned, being the sole member of the Company for the time being entitled to attend and vote at general meetings, hereby confirm their approval of the resolutions set out below to the intent and effect that such resolutions shall be passed, take effect and be treated for all purposes as resolutions of the Company in accordance with section 288 of the Companies Act 2006 (the "Act").

**BACKGROUND**

***Change of auditors***

It is intended that the terms of office for PricewaterhouseCoopers LLP ("PwC") as the auditors of the Company be terminated on completion of the audit process of the directors' report and audited consolidated financial statements of the Company for the year ended 31 December 2020 (the "Financial Statements"), and that PwC be replaced by Mazars LLP (UK) ("Mazars LLP") as the auditors of the Company for the financial year ending 31 December 2021. The appointment of Mazars LLP aligns the auditors with that of the sole shareholder of the Company.

A notice in respect of the proposed change in auditors, signed on 27 October 2021, had been sent to PwC and Mazars LLP on 29 October 2021. It was noted that no representations from PwC had been received by the Company by the end of the 14-day statutory notice period.

***Change of the Company's name***

It is intended that the name of the Company be changed to 'Mirova UK Limited'.

In accordance with Chapter 2 of Part 13 of the Act, the directors of the Company propose that the following resolutions be passed (the "Resolutions"):

**ORDINARY RESOLUTIONS**

1. **THAT** pursuant to section 514(1) of the Act, the terms of office for PwC as auditors of the Company be terminated on completion of the audit process in respect of the Financial Statements;
2. **THAT** pursuant to section 514(1) of the Act, Mazars LLP be appointed as auditors of the Company for the financial year ending 31 December 2021 and be subject to yearly reappointment at the discretion of the directors of the Company; and
3. **THAT** any one of the directors be authorised to action and/or sign any such documents, as necessary, for and on behalf of the Company to give effect to the termination of PwC and appointment of Mazars LLP as auditors of the Company.

**SPECIAL RESOLUTIONS**

1. **THAT** the name of the Company be changed to 'Mirova UK Limited';

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2. **THAT** Alter Domus (UK) Limited be authorised to make the necessary filings with the Registrar of Companies in respect of the change of name; and
3. **THAT** the Financial Conduct Authority be informed in respect of the change of name.


**AGREEMENT OF ELIGIBLE MEMBERS**

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

The undersigned being the sole member of the Company entitled to vote on 16 November 2021 (the "**Circulation Date**") irrevocably agrees to the Resolutions as set out above.

**Executed by**  
**MIROVA S.A.**

By



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Name: Anne-Laurence Roucher  
Title: Deputy CEO

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#### **NOTES**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Pursuant to the Act, unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date. The agreement of a member to a written resolution proposed under the Act is ineffective if signified after this date.
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.



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number **7740692**

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**MIROVA NATURAL CAPITAL LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England and Wales; has changed its name to:

**MIROVA UK LIMITED**

Given at Companies House on **1st December 2021**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**