

Company number 07443446 *bb*

THURSDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

IBBOTSONS INVESTMENTS (Company)

Circulation Date: *6 April 2018*

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as an ordinary resolution and a special resolution (together the **Resolutions**).

ORDINARY RESOLUTION

1. THAT, subject to the passing of Resolution 2 below, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot one C ordinary share of £1.00 in the capital of the Company having the rights and subject to the restrictions set out in the articles of association of the Company, as amended pursuant to Resolution 2 below. Unless renewed, varied or revoked by the Company, this authority shall expire fourteen days from the date hereof. This authority revokes and replaces all unexercised authorities previously granted to the Directors

SPECIAL RESOLUTION

2. THAT the articles of association of the Company be and are hereby amended as follows:

- a. At the end of article 21(1) there shall be added the following wording:

"Additionally the share capital shall contain 'C' Ordinary shares of £1 each which shall rank pari passu with all other classes of share."

We hereby certify that this is a true copy

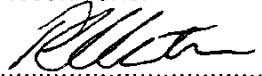
Harrowells Ltd
29.5.2018
HARROWELLS
Solicitors
Moorgate House
Clifton Moorgate
York YO30 4WY

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 the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by **PETER ROBERT JOSEPH**
IBBOTSON



Date

25/4/18

Signed by **JULIE CHRISTINE IBBOTSON**



Date

25/4/18

NOTES

1. You can choose to agree to all of Resolutions or none of them but you cannot agree to only some of the Resolutions. 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 delivery methods:

- **By hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy by post to the Company's registered office.

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 30 days of the Circulation Date, sufficient agreement is 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.

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.