

COMPANY NUMBER 08440808
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

WAVERTON INVESTMENT MANAGEMENT GROUP LIMITED (COMPANY)

CIRCULATION DATE 15 APRIL 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolutions be passed as a written special resolution as set out below.

SPECIAL RESOLUTION

THAT, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it (**Resolution**).

The undersigned, being all of the persons entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions.

Signed by ALASDAIR YOUNIE, for and on
behalf of **Somers Limited**



.....
Director

Date: 28 April 2020

Signed by [DIRECTOR], for and on behalf of
JOSH Management Limited

.....
Director

Date:

Signed by [DIRECTOR], for and on behalf of
BCB Paragon Trust Limited

.....
Director

Date:

NOTES



1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

- **By hand:** delivering the signed copy to Sophie Christopher, Company Secretary, Waverton Investment Management Group Limited, 16 Babmaes Street, London, SW1Y 6AH.
- **Post:** returning the signed copy by post to Sophie Christopher, Company Secretary, Waverton Investment Management Group Limited, 16 Babmaes Street, London, SW1Y 6AH.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to schristopher@waverton.co.uk. Please enter "Written Resolutions" in the e-mail subject box.

You may not indicate your agreement to the Resolution by any other method.

1. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, by the date falling twenty-eight days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.