

COMPANY NUMBER 08440808  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

OF

WAVERTON INVESTMENT MANAGEMENT GROUP LIMITED (COMPANY)

CIRCULATION DATE 10 JULY 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 ordinary resolution and a written special resolution as set out below.

**ORDINARY RESOLUTION**

THAT the terms of a contract proposed to be made between the Company and JOSH Management Limited for the purchase by the Company of 2040000 A ordinary shares of £1 each in the capital of the Company and 3810000 B ordinary shares of £1 each in the capital of the Company for a total consideration as set out in the contract attached (**Purchase Agreement**) be approved and the Company be authorised to execute the Purchase Agreement.

**SPECIAL RESOLUTION**

THAT, conditional upon completion of the Purchase Agreement in accordance with its terms, 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 resolutions set out in it (**Resolutions**).

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:

Signed by David Welch, for and on behalf of JOSH  
Management Limited

  
.....  
Director

Date: 10 JULY 2020

Signed by Hubert Esperon, for and on behalf of BCB  
Paragon Trust Limited as Trustee of The Waverton  
Employee Benefit Trust

.....  
Director

Date:



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OF

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CIRCULATION DATE *10 JULY* 2020

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**SPECIAL RESOLUTION**

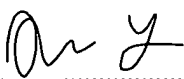
THAT, conditional upon completion of the Purchase Agreement in accordance with its terms, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

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Signed by Alasdair Younie, for and on behalf of  
**Somers Limited**

  
.....  
Director

Date: *10 JULY 2020*

Signed by David Welch, for and on behalf of **JOSH Management Limited**

.....  
Director

Date:

Signed by Hubert Esperon, for and on behalf of **BCB Paragon Trust Limited as Trustee of The Waverton Employee Benefit Trust**

.....  
Director

Date:

## NOTES

1. If you agree to the Resolutions, 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](mailto:schristopher@waverton.co.uk). Please enter "Written Resolutions" in the e-mail subject box.

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

1. 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, by the date falling twenty-eight days after 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 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.

**COMPANY NUMBER 08440808**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

OF

**WAVERTON INVESTMENT MANAGEMENT GROUP LIMITED (COMPANY)**

CIRCULATION DATE *10 July* 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 ordinary resolution and a written special resolution as set out below.

**ORDINARY RESOLUTION**

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**SPECIAL RESOLUTION**

THAT, conditional upon completion of the Purchase Agreement in accordance with its terms; 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.

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Signed by Alasdair Younie, for and on behalf of  
**Somers Limited**

.....  
Director


Date:

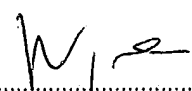
Signed by David Welch, for and on behalf of  
**JOSH Management Limited**

.....  
Director

Date:

Signed by Hubert Esperon and Matthew Corbin, for and on behalf of BCB Paragon Trust Limited as Trustee of The Waverton Employee Benefit Trust

  
.....  
Director

  
.....  
Director

Date: 10 JULY 2020

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