

COMPANY NUMBER: 08440808
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

WAVERTON INVESTMENT MANAGEMENT GROUP LIMITED (COMPANY)

CIRCULATION DATE 12 FEBRUARY, 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company proposes that the following resolutions are passed as special resolutions (**Resolutions**).

SPECIAL RESOLUTIONS

1. THAT, in accordance with section 551 of Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot 860,000 D shares of £0.01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles adopted pursuant to resolution 2 below. Such authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities and shall otherwise be exercised in accordance with the New Articles; and
2. THAT, subject to the passing of resolution 1, the draft articles of association attached to this resolution be adopted as the articles of association of the Company (the **New Articles**) in substitution for, and to the exclusion of, the Company's 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.

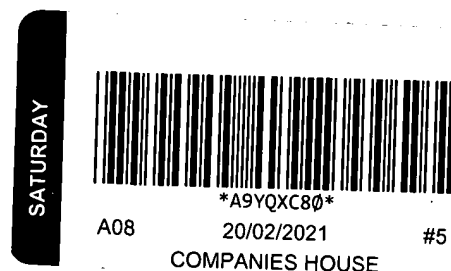
The undersigned, being all of the persons entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions.

Signed by [ZTC DIRECTOR], for and on behalf
of **Zedra Trust Company (Guernsey)**
Limited

.....

Date:

Director

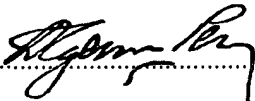


Signed by Alasdair Younie, for and on
behalf of **SOMERS LIMITED**

Date:

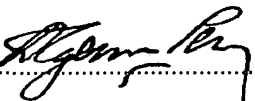
.....
Director

Signed by **ALGERNON PERCY**:


.....
Algernon Percy


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Zedra Trust Company (Guernsey)
Limited (acting in its capacity as
trustee of the Waverton Employee
Benefit Trust)**


.....
Algernon Percy, as attorney for Zedra Trust
Company (Guernsey) Limited (acting in its
capacity as trustee of the Waverton Employee
Benefit Trust)


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Alexandra Buchan**


.....
Algernon Percy, as attorney for Alexandra
Buchan

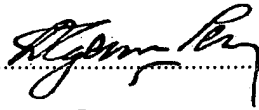
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP - A Percy)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP - A
Percy)

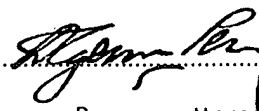
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Andrew Vaughan-Payne**


.....
Algernon Percy, as attorney for Andrew
Vaughan-Payne

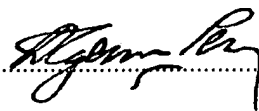
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Charles Glasse**


.....
Algernon Percy, as attorney for Charles Glasse

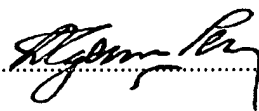
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Charles Scott Plummer**


.....
Algernon Percy, as attorney for Charles Scott
Plummer


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Christopher Garsten**


.....
Algernon Percy, as attorney for Christopher
Garsten

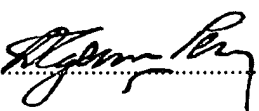
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Alexander Rose**


.....
Algernon Percy, as attorney for Alexander
Rose


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Christopher Rose**


.....
Algernon Percy, as attorney for Christopher
Rose

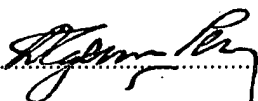
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP - C Rose)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP - C
Rose)


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Gabriella Rose**


.....
Algernon Percy, as attorney for Gabriella Rose

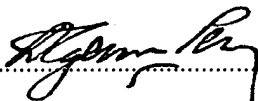
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Persephone Rose**


.....
Algernon Percy, as attorney for Persephone
Rose

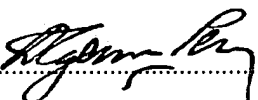
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **William Rose**


.....
Algernon Percy, as attorney for William Rose

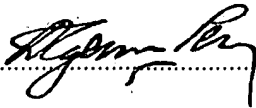
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **David Chaplin**


.....
Algernon Percy, as attorney for David Chaplin

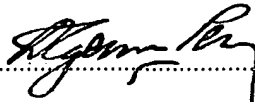
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **David Gibbs**


.....
Algernon Percy, as attorney for David Gibbs

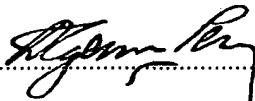
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP - D
Gibbs)**


.....
Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP - D Gibbs)

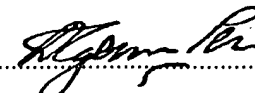
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **David Rosier**


.....
Algernon Percy, as attorney for David Rosier

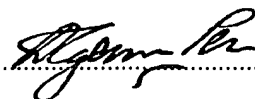
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Ian Enslin**


.....
Algernon Percy, as attorney for Ian Enslin


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP – J Keen)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP – J
Keen)


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Daniel Bellamy**


.....
Algernon Percy, as attorney for Daniel
Bellamy

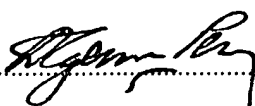
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Matthew Bellamy**

.....
Algernon Percy, as attorney for Matthew
Bellamy

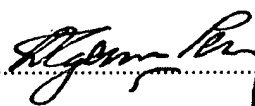
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Nicola Bellamy**

.....
Algernon Percy, as attorney for Nicola
Bellamy


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP - C Bellamy)**

.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP - C
Bellamy)

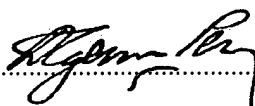
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Katrina Norris**

.....
Algernon Percy, as attorney for Katrina Norris

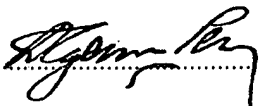
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP - L Hyde-
Smith)**

.....
Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP - L Hyde-Smith)

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Eve Harrison**



Algernon Percy, as attorney for Eve Harrison

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Mark Barrington**



Algernon Percy, as attorney for Mark
Barrington

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP – M Barrington)**



Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP – M
Barrington)

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP – R List)**



Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP – R List)

Date: 12 February 2021


Signed by Algernon Percy, as attorney
for **Richard List**



Algernon Percy, as attorney for Richard List


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Cindy Iffland**


.....
Algernon Percy, as attorney for Cindy Iffland

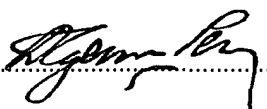
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP – S
Iffland)**


.....
Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP – S Iffland)

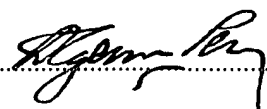
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Thomas Faber**


.....
Algernon Percy, as attorney for Thomas Faber

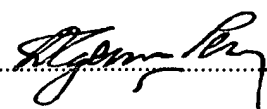
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Helen Frankland**


.....
Algernon Percy, as attorney for Helen
Frankland


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP – T Satchell)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP – T
Satchell)

Date: 12 February 2021

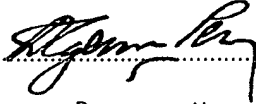
Signed by Algernon Percy, as attorney
for **Tomislav Satchell**


.....

Algernon Percy, as attorney for Tomislav
Satchell

Date: 12 February 2021


Signed by Algernon Percy, as attorney
for **Victoria Monk**

.....

Algernon Percy, as attorney for Victoria Monk

Date: 12 February 2021


Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP - W
Hanbury)**

.....

Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP - W Hanbury)

Date: 12 February 2021

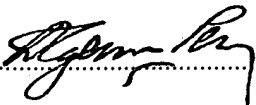
Signed by Algernon Percy, as attorney
for **William Hanbury**

.....

Algernon Percy, as attorney for William
Hanbury

Date: 12 February 2021


Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP – B
Jenkins)**

.....

Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP – B Jenkins)

Date: 12 February 2021

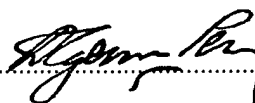
Signed by Algernon Percy, as attorney
for **Lady Hemphill**

.....

Algernon Percy, as attorney for Lady Hemphill


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP - C Macfadyen)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP - C
Macfadyen)


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Charles Macfadyen**


.....
Algernon Percy, as attorney for Charles
Macfadyen

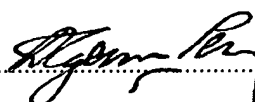
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Rebecca Macfadyen**


.....
Algernon Percy, as attorney for Rebecca
Macfadyen


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **David Welch**


.....
Algernon Percy, as attorney for David Welch


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP - David
Welch)**


.....
Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP - David Welch)

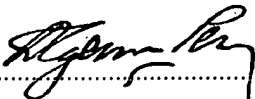
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Donald Norman**


.....
Algernon Percy, as attorney for Donald
Norman

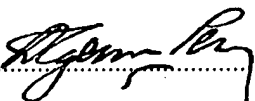
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP - G
Thompson)**


.....
Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP - G Thompson)


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Gavin Thompson**


.....
Algernon Percy, as attorney for Gavin
Thompson


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Kirsty Thompson**


.....
Algernon Percy, as attorney for Kirsty
Thompson

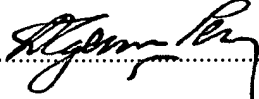
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Alisha Shah**


.....
Algernon Percy, as attorney for Alisha Shah

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Harish Shah**


.....
Algernon Percy, as attorney for Harish Shah


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Neehal Shah**


.....
Algernon Percy, as attorney for Neehal Shah

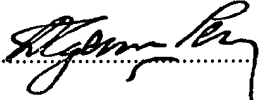
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Denton & Co Trustees Limited (as
trustee of the Dentons SIPP – I
Enslin)**


.....
Algernon Percy, as attorney for Denton & Co
Trustees Limited (as trustee of the Dentons
SIPP – I Enslin)

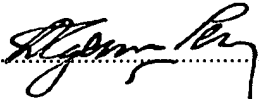
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **James Mee**


.....
Algernon Percy, as attorney for James Mee

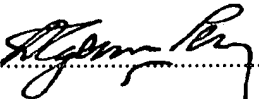
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP - James Pike)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP -
James Pike)

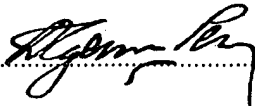
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Lucy Pike**


.....
Algernon Percy, as attorney for Lucy Pike

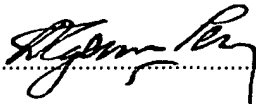
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Caroline Keen**


.....
Algernon Percy, as attorney for Caroline Keen

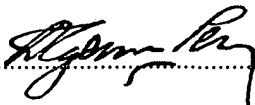
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Jennifer Fisher**


.....
Algernon Percy, as attorney for Jennifer Fisher

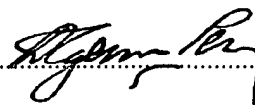
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP – J Bellamy)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP – J
Bellamy)

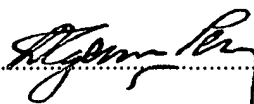
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Hannah Hyde-Smith**


.....
Algernon Percy, as attorney for Hannah Hyde-
Smith

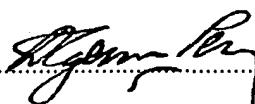
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Marc Geduldt**


.....
Algernon Percy, as attorney for Marc Geduldt

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Yolanda Smith**


.....
Algernon Percy, as attorney for Yolanda Smith

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP - Mark Smith)**



.....

Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP - Mark
Smith)

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Mark Smith**

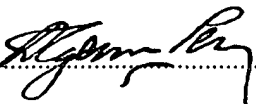


.....

Algernon Percy, as attorney for Mark Smith

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Richard Haly**

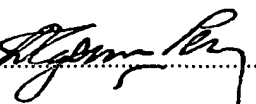


.....

Algernon Percy, as attorney for Richard Haly

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Mudassar Ulhaq**

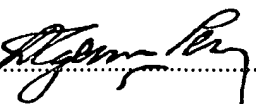


.....

Algernon Percy, as attorney for Mudassar
Ulhaq

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Jacqueline Healey**

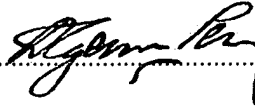


.....

Algernon Percy, as attorney for Jacqueline
Healey

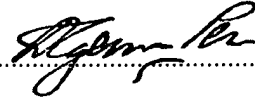
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Robert Healey**


.....
Algernon Percy, as attorney for Robert Healey


Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **NTS Trustees Limited (as trustee
of the Dentons SIPP - Rupert Elwes)**


.....
Algernon Percy, as attorney for NTS Trustees
Limited (as trustee of the Dentons SIPP -
Rupert Elwes)

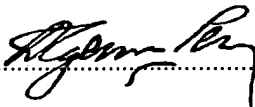
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Melanie Elwes**


.....
Algernon Percy, as attorney for Melanie Elwes

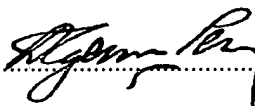
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Rupert Elwes**


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Algernon Percy, as attorney for Rupert Elwes

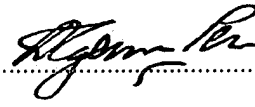
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Stefan Rheinwald**


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Algernon Percy, as attorney for Stefan
Rheinwald

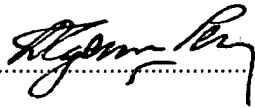
Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **Louisa James**


.....
Algernon Percy, as attorney for Louisa James

Date: 12 February 2021

Signed by Algernon Percy, as attorney
for **William Dinning**


.....
Algernon Percy, as attorney for William
Dinning

Date: 12 February 2021

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of 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, Waverton Investment Management Group, Limited, 16 Babmaes Street, London SW1Y 6AH.
- **Post:** returning the signed copy by post to Sophie Christopher, 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 Resolutions by any other method.

If you do not agree to all of 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 fourteen days after the Circulation Date, sufficient agreement has been 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.