

Company Number: 09036391

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CHC WEALTH MANAGEMENT LIMITED ("Company")

Circulation Date – 24 February 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the sole director of the Company proposes that the following resolutions are passed as written resolutions of the Company having effect as special resolutions ("**Resolutions**").

SPECIAL RESOLUTIONS

1. **THAT** Article 7.1 be amended to read:

Subject to Article 7.2 the quorum at any meeting of the directors (including adjourned meetings) shall be one Eligible B Director (or his alternate). No business shall be conducted at any meeting of the directors unless a quorum is present at the beginning of the meeting and also when that business is voted on. If a quorum is not present within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned for 5 Business Days at the same time and place. At the adjourned meeting and subject to Article 7.2 that Eligible B Director shall constitute a quorum.

2. **THAT** Article 16.2 of the Company's articles of association be disapplied in respect of a bank or financial institution favour of which the Company's shares have been mortgaged or charged by way of security, or by any nominee, receiver or agent or such bank or other financial institution ("**Secured Institutions**").

3. **THAT** the pre-emption rights on the transfer of shares (Articles 17 and 18 of the Company's articles of association) should be disapplied in respect of Secured Institutions.

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions.

The undersigned was at the time the Resolutions were circulated entitled to vote on, and irrevocably agrees to, the Resolutions.

DocuSigned by:



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a director, for and on behalf of
MWA Financial Limited

24 February 2023

Date



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 using one of the following methods:-
 - **By Hand:** delivering the signed copy to Matthew Simmonds, Brachers LLP, Somerfield House, 59 London Road, Maidstone, Kent ME16 8JH;
 - **Post:** returning the signed copy by post to Matthew Simmonds, Brachers LLP, Somerfield House, 59 London Road, Maidstone, Kent ME16 8JH;
 - **Fax:** faxing the signed copy to 0191 466 1080 marked "For the attention of Matthew Simmonds"; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to matthewsimmonds@brachers.co.uk. Please enter "Written resolutions – CHC Wealth Management Limited" in the e-mail subject box.
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. Unless, within 28 days of circulation of the Resolutions, 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.
5. 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.
6. 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.