

Company number 12507981

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ASSET MANAGEMENT (2020) LIMITED (Company)

6 MAY

2022 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1 and 2 below are passed as special resolutions.

1. RECLASSIFICATION OF SHARES

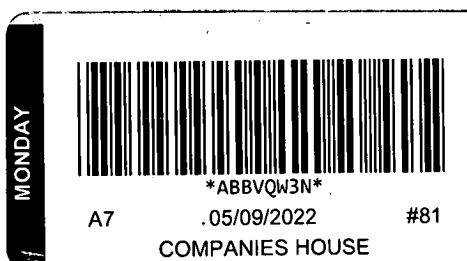
THAT:

- The 755,088 preference shares in the capital of the Company held by Peter Davis, Andrew Wood and Gordon Craig as the trustees of the Asset Management Employee Benefit Trust, be reclassified as 755,088 B preference shares.
- The 1,201,000 ordinary shares in the capital of the Company held by Peter Davis, Andrew Wood and Gordon Craig as the trustees of the Asset Management Employee Benefit Trust, be reclassified as:
 - 1,200,999 ordinary B shares; and
 - 1 ordinary C share,

In each case, subject to the class rights as set out in the New Articles referred to in resolution 2 below.

2. ARTICLES OF ASSOCIATION

THAT the articles of association in the form attached to this resolution (**New Articles**) be adopted as the articles of association of the Company and to replace in their entirety the existing articles of association of the Company.

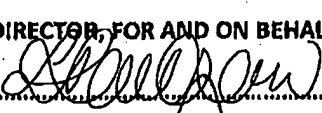



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned persons entitled to vote on Resolutions on the Circulation Date, hereby Irrevocably agrees to the Resolutions:

A DIRECTOR, FOR AND ON BEHALF OF HORNBUCKLE TRUSTEE LIMITED

 06/05/2022 

Date:


MICHAEL LEACH

Date:

8.5.2022

ANDREW JOHN WOOD

Date:

LOUISE WOOD

Date:

GORDON CRAIG

Date:

A TRUSTEE, FOR AND ON BEHALF OF THE ASSET MANAGEMENT EMPLOYEE BENEFIT TRUST

Date:

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned persons entitled to vote on Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

A DIRECTOR, FOR AND ON BEHALF OF HORNBUCKLE TRUSTEES LIMITED

.....

Date:

MICHAEL LEACH.....

Date:

ANDREW JOHN WOOD.....

Date: 6/5/22

LOUISE WOOD.....

Date: ~~12.04.22~~
6/5/22

GORDON CRAIG.....

Date: ~~06.04.2022~~
6/5/22

A TRUSTEE, FOR AND ON BEHALF OF THE ASSET MANAGEMENT EMPLOYEE BENEFIT TRUST

.....

Date: 6/5/22

ADAM DOUGLAS ROY KEITH.....

Date:

6/5/22

BRUCE JAMES MCKENDRICK.....

Date:

6/5/22

DAVID ANDREW ROBERTSON.....

Date:

6/5/22

IAN ALEXANDER JONES.....

Date:

6/5/22

NOTES

1. 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 directors at the Company's registered office address.
- **Post:** returning the signed copy the directors at the Company's registered office address.

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 28 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.