

Aqua Trustees Number 18 Limited Limited
(the "Company")

N1668155

MINUTES (the "**Minutes**") of a meeting (the "**Meeting**") of the directors of the Company (each a "**Director**" and together the "**Directors**") held at 1 – Albion Street, London on 10 March 2020

Present: Joanne Luce
Alex Ward
William Steele (by telephone)



1. Preliminary

Joanne Luce was appointed Chairman of the Meeting (the "**Chairman**"). The Chairman reported that due notice of the Meeting had been given and that a quorum was present in accordance with the Articles of Association of the Company (the "**Articles**").

2. Purpose of the Meeting

2.1 The Chairman explained that the purpose of the meeting was to consider and, if thought fit, approve:

- (i) The change in the name of the Company from Aqua Trustees Number 18 Limited Limited to Aqua Trustees Number 28 Limited (the "**Name Change**").

3. Documents

3.1 The following documents (the "**Documents**") were **TABLED** to the Meeting:

- (i) A special resolution of the sole shareholder of the Company resolving to approve the Name Change dated 10 March 2020 (the "**Special Resolution**"); and;
- (ii) A NMO1 Notice of Change of Name by resolution form (the "**NM01 Form**") to be submitted to Companies House online.

4. Disclosure of Interests

The Chairman noted the provisions of the Companies Act 2006, as may be amended (the "**Companies Law**") and that in summary:

- (i) each Director (including each alternate Director) who has, directly or indirectly, an interest in a transaction entered into or proposed to be entered into by the Company (or by a subsidiary of the Company) which to a material extent conflicts or may conflict with the interests of the Company and of which the Director is aware, to disclose to the Company the nature and extent of his interest;
- (ii) that a disclosure to the Company by a Director that the Director is to be regarded as interested in a transaction is sufficient disclosure of his or her interest in any such transaction entered into after the disclosure is made;
- (iii) disclosure must be made by all Directors, not just those at the relevant meeting;
- (iv) the relevant disclosure must be made at the first meeting of the Directors at which the transaction is considered after the Director concerned becomes aware of the circumstances giving rise to his duty to make it and details of the disclosure must be recorded in the minutes

of the meeting or (if for any reason he fails to comply with such requirement), as soon as practical after that meeting, by notice in writing delivered to the Secretary;

- (v) if any such disclosure is made to the Secretary, the Secretary must inform the Directors that it has been made and must, in any event, table the notice of the disclosure at the next meeting of the Directors after it is made;
- (vi) disclosure by a director that he or she is to be regarded as interested in a transaction with a specific person is sufficient disclosure of his or her interest in any such transaction entered into after the disclosure is made;
- (vii) if the above requirements are not complied with, the Company or a member of the Company may apply to the court for an order setting aside the transaction concerned and directing that the Director account to the Company for any profit or gain realised, and that the court may so order or make such other order as it thinks fit.

5. Discussion

The Meeting considered and discussed the terms of all the documents presented to the Meeting and **IT WAS NOTED** that:

- (i) It was proposed that the name of the Company be changed from Aqua Trustees Number 18 Limited Limited to Aqua Trustees Number 28 Limited with immediate effect;
- (ii) The shareholder of the Company had unanimously approved the Name Change pursuant to the Special Resolution; and
- (iii) The NM01 form, including an extract of the Special Resolution, should be completed on behalf of the Company and submitted to Companies House online as soon as possible to complete the Name Change.

6. Resolutions

6.1 After due and careful consideration of all the documents presented to the Meeting, **IT WAS UNANIMOUSLY RESOLVED** that:

- (i) The Name Change be approved; and
- (ii) The NM01 Form be signed and submitted to Companies House as soon as possible

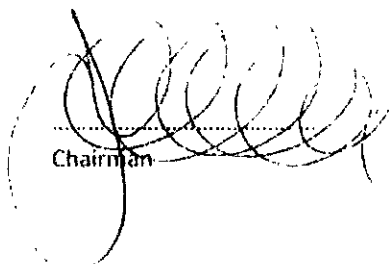
6.2 **IT WAS FURTHER RESOLVED THAT:**

- (i) any one Director of the Company be and is hereby authorised to sign and execute the Documents. **IT WAS FURTHER RESOLVED** that any director (or their appointed alternate) (each, an **"Authorised Signatory"**) be authorised to execute (whether under hand or in any other manner whatsoever) and deliver on behalf of the Company the Documents, either in the form produced to the Meeting or with such variations or amendment (if any) as any Authorised Signatory in his/her sole and absolute discretion shall approve, and where variations or amendments are made the approval of any Authorised Signatory shall in each case be conclusively evidenced by his/her signing the Documents containing such variations or amendments; and

- (ii) any Authorised Signatory be authorised (whether acting singly or jointly with another Authorised Signatory) to execute and deliver on behalf of the Company any other documents or instruments ("**Ancillary Documents**") which he/she/they consider in his/her/their sole and absolute discretion to be necessary or desirable in connection with the business of the Meeting, and to take such actions and steps and give such notices or instructions on behalf of the Company which he/she/they consider in his/her/their sole and absolute discretion to be necessary or desirable in connection with the business of the Meeting (together the "**Actions**") the fact that such Authorised Signatory considers the same to be so necessary or desirable in each case being conclusively evidenced by his/her as the case may be signing the relevant Ancillary Documents, or taking the relevant Actions.

7. Close of Meeting

There being no further business, the Meeting was declared closed


Chairman

AQUA TRUST COMPANY LIMITED

Registered Company No 111113 (Company)

Written resolutions by all of the directors of the Company acting in its capacity as sole trustee of the Aqua 6 Purpose Trust (the Trust) (in such capacity, the Trustee)

All of the directors of the Trustee pass the resolutions set out below

Disclosure of directors' interest

By signing these resolutions, each of the directors confirms that they do not have any direct or indirect interest in the transaction and documents to be approved under these resolutions which materially conflict or may conflict with the interests of the Company. Therefore no disclosure of directors' interests is required in accordance with Article 75 of the Companies (Jersey) Law 1991 and the articles of association of the Company.

Special Resolution

It is hereby resolved:

- (a) That the Trust executes the special resolution (the "Special Resolution") in its capacity of sole shareholder of Aqua Trustees Number 18 Limited Limited (the "Company" to change the name of the Company from Aqua Trustees Number 18 Limited Limited to Aqua Trustees Number 28 Limited (the "Name Change")


Joanne Luce

Date

10.3.20


Sarah Mullins

Date

10.3.20


Stephen Morgan

Date

10.3.20