

THE COMPANIES ACT 2006

RECORD OF RESOLUTION IN WRITING OF THE SOLE MEMBER OF

**EDINBURGH FUND MANAGERS GROUP LIMITED
(the 'Company')**

REGISTERED NO: SC157875

CIRCULATION DATE: 07 DECEMBER 2022

APPROVAL DATE: 08 DECEMBER 2022

I, the undersigned, being the Company Secretary of the Company confirm that:

the following resolutions, such resolutions to have effect as either ordinary or special resolutions as indicated, were placed before the member of the Company in the form of written resolutions on 7 December 2022 (the 'Circulation Date') under Chapter 2 of Part 13 of the Companies Act 2006 and were passed by the sole member on 08 December 2022 (the 'Approval Date').

ORDINARY RESOLUTION

1. THAT the directors be and hereby are generally and unconditionally authorised for the purposes of Section 551 of the Act to allot relevant shares and grant rights to subscribe for, or to convert any security into shares on the basis that:-

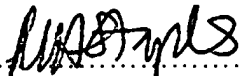
- 1.1 the maximum amount of the relevant securities to be allotted pursuant to this authority shall be 72,000,000 ordinary shares of £0.05 each, at a premium of £0.95 each in the capital of the Company;
- 1.2 the consideration to be paid for the aforementioned securities shall be no less than £72,000,000 (Seventy-two million pounds sterling);
- 1.3 this authority shall expire, unless sooner revoked or varied, on the expiry of the period of five years from the date of the passing of this resolution,

but provided that the directors may after such revocation, variation or expiry allot shares pursuant to an offer or agreement so to do made by the Company prior to such revocation or variation or expiry which the Company, by this authority, is allowed to make or enter into. This authority is in substitution for all subsisting authorities, to the extent unused.



SPECIAL RESOLUTION

2. THAT the directors be and they are hereby empowered pursuant to Section 570 of the Act and the Company's Articles to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the authority conferred by resolution one, as if Section 561(1) of the Act does not apply to such an allotment, on the basis that this power shall be limited to any allotment made pursuant to the authority conferred on the directors by resolution one. This power shall cease to have effect when the authority conferred by resolution one is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.
3. THAT the statement in the Company's memorandum of association immediately before 1 October 2009 as to the amount of its authorised share capital, which by virtue of the Companies Act 2006 is treated as a provision of the Company's articles of association setting the maximum amount of shares that may be allotted by the Company, be revoked.


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abrdn Corporate Secretary Limited
Company Secretary
Edinburgh Fund Managers Group Limited