

PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF WRITTEN RESOLUTION

OF THE SHAREHOLDERS OF

TARGET FUND MANAGERS LIMITED

(Registered Number: SC548164)

(the "Company")

Notice is hereby given that in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as special resolution or ordinary resolution, as indicated, by way of written resolution of the Company on 27 July 2023.

SPECIAL RESOLUTION

1. **THAT:** the new articles of association of the Company contained in the document annexed hereto (the "**New Articles**") be adopted in substitution for, and to the entire exclusion of, all existing articles of association of the Company.

ORDINARY RESOLUTION

2. **THAT:** subject to the passing of resolution 1 above,
  - (i) 16 of the B1 ordinary shares of £1.00 each in the share capital of the Company held by Carlton Equity Limited be reclassified as 16 G shares of £1.00 each in the share capital of the Company; and
  - (ii) 4 of the B1 ordinary shares of £1.00 each in the share capital of the Company held by Clearly Brilliant Limited be reclassified as 4 G shares of £1.00 each in the share capital of the Company,

each such share having the rights and being subject to the same restrictions as set out in the New Articles.



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*Kenneth Mackenzie*

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Director

Date: 27 July 2023