

Company no. 05216566

**The Companies Act 2006**  
**Private company limited by shares**

**Written resolution**

**of**

**BMCE International (Holdings) Limited**

**18 March 2021 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of BMCE International (Holdings) Limited (the "**Company**") propose that the resolution below is passed as a special resolution of the Company (the "**Special Resolution**").

**Special Resolution:**

That the capital of the Company be and is reduced by repaying the capital paid up on 55,486,000 ordinary shares of £1.00 each in the capital of the Company (each of which is issued as fully paid), and cancelling such shares.

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Special Resolution.**

The undersigned, being the sole member entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agrees to such Special Resolution.

Signed:   
duly authorised signatory  
for and on behalf of  
**BANK OF AFRICA (formerly Banque Marocaine Du Commerce Extérieur S.A.)**

Number of Ordinary shares: 157,659,261

Date: 18 March 2021



## Notes

1. A solvency statement by the directors of the Company dated 18 March 2021 made pursuant to Section 643, Companies Act 2006 is attached (the "**Solvency Statement**")
2. If you agree to the resolution, 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 (by delivering the signed copy to 26 Upper Brook Street, Mayfair, London, W1K 7QE marked for the attention of Euriza Dos Santos Rubio).
  - By post (by returning the signed copy to 26 Upper Brook Street, Mayfair, London, W1K 7QE marked for the attention of Euriza Dos Santos Rubio).
  - By email (by attaching a scanned copy of the signed document to an email and sending it to [EDosSantosRubio@bmce-intl.co.uk](mailto:EDosSantosRubio@bmce-intl.co.uk) marked for the attention of Euriza Dos Santos Rubio). Please enter "Written resolution of BMCE International (Holdings) Limited" in the email subject box.
3. *The resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). **In order to be effective sufficient votes to pass the resolution must have been cast within 15 days of the date of the Solvency Statement.** Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.*
4. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
5. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.