

WEDNESDAY



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01/08/2018

#22

COMPANIES HOUSE

Company Number - 05699624

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

MORGAN STANLEY COOPER INVESTMENTS LIMITED (the "Company")

Circulation Date: 1 August 2018

We, the undersigned, being all the members of the Company, eligible to vote on the resolution at the time and date of circulation, hereby pass the following resolution as a Special Resolution, pursuant to Section 288, Companies Act 2006:

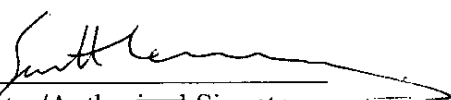
#### SPECIAL RESOLUTION

**THAT**, the Directors of the Company having on 1 August 2018 made a Solvency Statement in accordance with section 643 of the Companies Act 2006, that the Company's share capital shall be reduced from 285,000,000 Ordinary Shares of US\$1 each and 1 Ordinary Share of £1 to 1 Ordinary Share of £1 by cancelling 285,000,000 of its issued US\$1 Ordinary Shares (the "**Capital Reduction**") and upon such reduction taking effect, the Articles of Association of the Company be amended accordingly.

**THAT**, the directors of the Company be and are hereby authorised to take all steps necessary or desirable to implement such Capital Reduction.

For and on behalf of  
Morgan Stanley Longcross Limited

DATE: 1 AUGUST 2018

  
\_\_\_\_\_  
Director/Authorised Signatory

#### NOTES

1. Members may signify their agreement to the resolution by returning a hard copy of the resolution signed by them (or on their behalf) to The Company Secretary, 20 Bank Street, Canary Wharf, London E14 4AD.
2. Agreement may also be signified by email sent to the Company Secretary, email address: [sandra.walters@morganstanley.com](mailto:sandra.walters@morganstanley.com)
3. The proposed resolution will lapse if not passed within the 28 days beginning with the Circulation Date shown above.
4. If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
5. Once you have indicated your agreement to the resolution, you may not revoke your agreement.