

CONFIDENTIAL

Company Number: 06262150

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

Cowen Execution Services Limited

(the "Company")

**Proposed by the directors of the Company in accordance with section 291 of the
Companies Act 2006 (the Act)**

SPECIAL RESOLUTIONS

- (1) **THAT** the articles of association attached to these Written Resolutions at Annex A be and are hereby approved and adopted as the new articles of association of the Company (the **New Articles of Association**) in substitution for and to the entire exclusion of the existing articles of association.
- (2) **THAT** the Company shall no longer have an authorised share capital and there shall be no maximum number of shares that it can allot.
- (3) **THAT** the Company shall have unrestricted objects and the statement of objects is removed in its entirety.

By order of the Board:

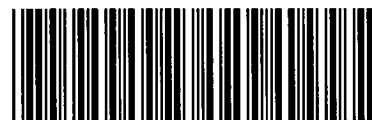


July 10, 2020

Signed by Michael Page

Date of signature

MONDAY



A99PDY68

A11

20/07/2020

#9

COMPANIES HOUSE

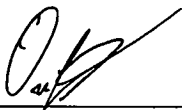
**1 INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4)
COMPANIES ACT 2006**

- 1.1 Eligible members are members who would have been entitled to vote on the Resolutions on the circulation date of the Written Resolutions.
- 1.2 The circulation date of the Written Resolutions is **10 July 2020** (the **Circulation Date**).
- 1.3 If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated below and return it to the Company.
- 1.4 A member's agreement to the Written Resolutions, once signified, may not be revoked.
- 1.5 The period for agreeing to the Written Resolutions is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

2 AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

The undersigned, being the sole eligible member of the Company entitled to vote on the Resolutions:

- 2.1 confirms receipt of a copy of the above Written Resolutions in accordance with section 291 Companies Act 2006; and
- 2.2 hereby irrevocably resolves and agrees that the above Resolutions are passed as written resolutions pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as ordinary resolutions.



Signed for and on behalf of Cowen Execution Holdco LLC
By Owen Littman

Date 16 July 2020