

Company Number: 06262150

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

Cowen Execution Services Limited

(the "Company")

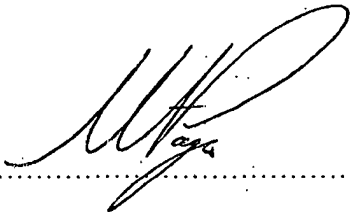
Proposed by the directors of the Company in accordance with section 291 of the

Companies Act 2006

SPECIAL RESOLUTION

THAT the articles of association attached to this Written Resolution 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.

By order of the Board:



Signed by Michael Page

FEBRUARY 10th 2023

Date of signature

THURSDAY



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16/02/2023

#76

COMPANIES HOUSE

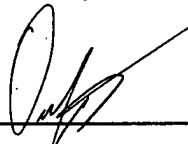
1. INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1.1. Eligible members are members who would have been entitled to vote on the Resolution on the circulation date of the Written Resolution.
- 1.2. The circulation date of the Written Resolution is the date of the signature on behalf of the Board referred to above (the **Circulation Date**).
- 1.3. If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated below and returning it to the Company.
- 1.4. A member's agreement to the Written Resolution, once signified, may not be revoked.
- 1.5. The period for agreeing to the Written Resolution 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 Resolution:

- 2.1. confirms receipt of a copy of the above Written Resolution (including the New Articles of Association) in accordance with section 291 Companies Act 2006;
- 2.2. hereby irrevocably resolves and agrees that the above Resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as a special resolution; and
- 2.3. hereby irrevocably consents to the variation of class rights of holders of A Shares resulting from the adoption by the Company of the New Articles of Association.



Signed for an on behalf of Cowen Execution Holdco LLC

By Owen Littman

Dated as of 10 February, 2023
