

Registered Number: 06796079

COMPANIES ACT 2006

**WRITTEN RESOLUTION OF MEMBERS
OF
HUDSON RIVER TRADING EUROPE LTD. (THE "COMPANY")**

Circulation Date: December 27, 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following written resolution (the "**Written Resolution**") is passed as a special resolution:

SPECIAL RESOLUTION

THAT, the issued share capital of the Company is reduced from £61,010,469 divided into 61,010,469 shares of £1.00 each (all of which are fully paid-up) to £53,368,715 divided into 53,368,715 shares of £1.00, by cancelling 7,641,754 shares of £1.00 each registered in the name of, or otherwise held by Hudson River Trading LLC and RDC I, Inc. according to their ownership percentage.

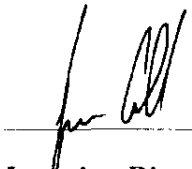
AGREEMENT

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

The undersigned, being the persons entitled to vote on the Written Resolution on December 27, 2019, hereby irrevocably agree to the passing of the Written Resolution.

For and on behalf of Hudson River Trading LLC

Signed:


Managing Director

Date: DECEMBER 27, 2019

THURSDAY



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COMPANIES HOUSE

Registered Number: 06796079

COMPANIES ACT 2006
PRINT OF WRITTEN RESOLUTION
OF

HUDSON RIVER TRADING EUROPE LTD. (the "Company")

(passed on December 27, 2019)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolution was agreed to by the members representing the required majority of the total voting rights of eligible members:

SPECIAL RESOLUTION

THAT, the issued share capital of the Company is reduced from £61,010,469 divided into 61,010,469 shares of £1.00 each (all of which are fully paid-up) to £53,368,715 divided into 53,368,715 shares of £1.00, by cancelling 7,641,754 shares of £1.00 each registered in the name of, or otherwise held by Hudson River Trading LLC and RDC I, Inc. according to their ownership percentage.

Signed on behalf of Hudson River Trading LLC



Managing Director

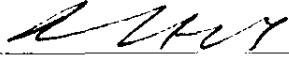
Signed on behalf of RDC I, Inc.



Co-President

For and on behalf of RDC I, Inc.

Signed: _____



Date: _____

DECEMBER 27, 2014

Co-President

NOTES

1. If you agree to the Written 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:
 - 1.1 **By Hand:** delivering the signed copy to Roberta Yuan;
 - 1.2 **Post:** returning the signed copy by post to 4 World Trade Center, 150 Greenwich Street, 57th floor, New York, NY 10007; or
 - 1.3 **E-mail:** e-mailing the signed copy to legal@hudson-trading.com. Please include "Written Resolution" in the heading.
2. If you do not agree to the Written Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Written Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Written Resolution to pass by the end of 28 days beginning with the circulation date, it will lapse. If you agree to the Written Resolution, please ensure that your agreement reaches us before this date.
5. 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.

HUDSON RIVER TRADING EUROPE LTD. (THE "COMPANY")

(Registered Number: 06796079)

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

held at 4 World Trade Center, 150 Greenwich Street, 57th floor

New York, NY 10007 on December 27, 2019 at 11 am.

PRESENT: Jason Carroll, Adam Nunes, Ian Jack (via phone)

1. CHAIRMAN, NOTICE AND QUORUM

Jason Carroll was appointed Chairman of the meeting. Notice of the meeting had been given in accordance with the Company's articles and a quorum was present.

1. BACKGROUND AND PURPOSE OF THE MEETING

- 1.1 The Chairman noted that the purpose of the meeting was to consider a proposal to approve a reduction of the share capital of the Company to £53,368,715 divided into 53,368,715 shares of £1 each, by cancelling 7,641,754 shares of £1 each in the capital of the Company (the "**Capital Reduction**").
- 1.2 Each director present declared their interest (if any) in the Capital Reduction in accordance with the requirements of Section 177 of the Companies Act 2006 (the "**Act**") and the Company's articles of association.

2. DOCUMENTS FOR APPROVAL

The following documents (the "**Documents**") were produced to the meeting:

- 2.1.1 the latest audited accounts of the Company (the "**Accounts**");
 - 2.1.2 a draft of a solvency statement (the "**Solvency Statement**") proposed to be made by the directors in connection with the Capital Reduction in accordance with Section 643 of the Act;
 - 2.1.3 a written resolution (the "**Written Resolution**") for circulation to the members of the Company to approve the Capital Reduction in accordance with Section 642 of the Act;
 - 2.1.4 a statement proposed to be made by the directors for the purposes of Section 644(5) of the Act confirming that the documents were made available to the members of the Company in accordance with Section 642(2) of the Act (the "**Statement of Compliance**"); and
 - 2.1.5 a statement in the prescribed form to be signed by a director of the Company or the company secretary giving details of the Company's share capital following the Capital Reduction in accordance with section 644 of the Act (the "**Statement of Capital**").
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3. **CONSIDERATION OF THE DOCUMENTS**

- 3.1 The directors considered the terms of each Document and in particular the form of the Solvency Statement. The directors noted that there had been no material changes to the Company's financial position from that shown in the Accounts.
- 3.2 The directors concluded therefore that:
- 3.2.1 there was no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
 - 3.2.2 the Company would be able to pay (or otherwise discharge) its debts as they fall due during the 12 months immediately following the date of the Solvency Statement.

4. **RESOLUTIONS**

The directors resolved that:

- 4.1.1 the Capital Reduction is approved and the entry by the Company into each of the Documents would promote its success for the benefit of its members as a whole;
- 4.1.2 the Solvency Statement, the Written Resolution, the Statement of Compliance and the Statement of Capital are approved;
- 4.1.3 all the directors are authorised to sign the Solvency Statement and the Statement of Compliance;
- 4.1.4 any director of the Company or the company secretary is authorised to sign the Statement of Capital;
- 4.1.5 any director of the Company is authorised to negotiate and/or settle any other agreement, letter or other document (an "**Additional Document**") on the Company's behalf, and generally to do anything else which that director decides to be necessary or appropriate in connection with the Capital Reduction;
- 4.1.6 any director is authorised to execute any Additional Document on behalf of the Company, and, where any Additional Document is to be executed as a deed any two directors, any director and the company secretary or any director signing in the presence of an attesting witness are authorised to execute such document as a deed of the Company; and
- 4.1.7 the Written Resolution be circulated to the members of the Company.

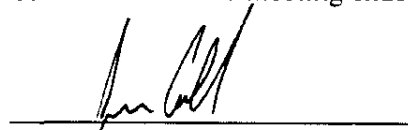
5. **FILING**

The chairman instructed the company secretary to make all the necessary and appropriate entries in the Company's books and registers and to arrange for the following documents and forms to be filed with the Registrar of Companies in accordance with the applicable time limits:

- 5.1.1 the Written Resolution;
- 5.1.2 a copy of the Solvency Statement;
- 5.1.3 the Statement of Compliance: and
- 5.1.4 the Statement of Capital.

6. **CONCLUSION OF MEETING**

No other business was considered and the meeting ended.



Chairman of the meeting