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Company Number 07113953

**ORBIAN FINANCIAL SERVICES II LIMITED**

**UNANIMOUS WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER – ORBIAN MANAGEMENT LIMITED**

Dated: 10 June 2022

WHEREAS, after careful consideration, Orbian Management Limited, as the sole shareholder (the "Shareholder") of Orbian Financial Services II Limited, a UK limited company (the "Company") has determined that it is in the best interests of the Company to replace the existing Articles of Association of the Company (the "Articles") with the Amended and Restated Articles of Association attached hereto as Exhibit A (the "Amended and Restated Articles of Association") to confirm the authority of each Director to validly act alone for the Company.

NOW THEREFORE, in accordance with the laws of England and Wales in effect as of the date hereof, the sole Shareholder of the Company does hereby unanimously consent in writing to the adoption of the following resolutions:

RESOLVED, that as of the date first written above, the Company's existing Articles are replaced with the Amended and Restated Articles of Association attached hereto as Exhibit A;

FURTHER RESOLVED, that any of one the Company's directors, proper officers or any of the President, the Secretary or the Chief Legal Officer or Senior Legal Counsel of the Company (the "Authorized Officers") is authorized to file such Amended and Restated Articles of Association with any regulator, company registrar or licensing agency, or other governmental or supervisory body in any country, including but not limited to BaFin in Germany and UK Companies House in the United Kingdom;

FURTHER RESOLVED, that any one of the Authorized Officers is hereby authorized to do and perform, or cause to be done and performed, all such other acts, deeds and things, including expending reasonable monies, and to negotiate, make, execute, deliver or cause to be made, executed, delivered and recorded, the Amended and Restated Articles of Association as contemplated by this consent and to otherwise carry out the purpose and intent of the foregoing resolutions;

FURTHER RESOLVED, that any and all actions heretofore taken by any one of the Authorized Officers with respect to the resolutions set forth above are hereby confirmed, ratified and approved; and

FURTHER RESOLVED, that the Shareholder hereby directs that this action be included in the permanent minutes of the Company, where this document shall be permanently maintained.

Dated as of the date first above written.

**ORBIAN MANAGEMENT LIMITED**, as the sole Shareholder of ORBIAN FINANCIAL SERVICES II LIMITED

By: 

Name: Andrew Notman

Title: Director

By: 

Name: Andrew Sutton

Title: Director