

AGREED FORM

DATED

2023

JAMES ASSET (PTC) LIMITED
(as SPV)

DEED OF AMENDMENT AND RESTATEMENT

EXECUTION VERSION

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SCHEDULE

SCHEDULE 1	AMENDED AND RESTATED DECLARATION OF TRUST	3
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THIS DEED POLL is dated _____ 2023, and is made by:

JAMES ASSET (PTC) LIMITED, a private trust company incorporated under the laws of the British Virgin Islands (Company Number: 2103767) whose registered office is situated at Trinity Chambers, PO Box 4301, Road Town, Tortola, British Virgin Islands (the "**Trustee**") as trustee for the Beneficiaries (as defined below).

WHEREAS:

- (A) The Trustee has been appointed the trustee of a trust known as the "James Asset Trust" (the "**Trust**") pursuant to a declaration of trust dated 9 August 2022 as amended and restated on 28 September 2022 (the "**Original Declaration of Trust**").
- (B) In accordance with the terms of the Original Declaration of Trust, the Trustee hereby further amends and restates the Original Declaration of Trust subject to and in accordance with the terms hereof.

IT IS HEREBY AGREED AND DECLARED as follows:

1 DEFINITIONS AND INTERPRETATION

- 1.1 Unless otherwise defined in this Deed Poll or the context otherwise requires, words and expressions used in this Deed Poll have the meanings and constructions ascribed to them in the Original Declaration of Trust (as defined below).
- 1.2 References to a '**Clause**' or a '**Schedule**' shall, subject to any contrary indication, be construed as references to a clause or a schedule hereof.
- 1.3 The headings in this Deed Poll shall not affect its interpretation.
- 1.4 In this Deed Poll:

'Amended and Restated Declaration of Trust' means the Original Declaration of Trust, as amended and restated by this Deed Poll and set out in Schedule 1 (*Amended and Restated Declaration of Trust*).

'Amendments' mean the amendments effected by this Deed Poll.

'Effective Date' means the date when this Deed Poll is approved by a MakerDAO Resolution in accordance with Clause 13 (Amendments and Waivers) of the Original Declaration of Trust.

'Original Declaration of Trust' has the meaning given to it in recital (A).

2 AMENDMENT AND RESTATEMENT OF THE ORIGINAL DECLARATION OF TRUST

The Trustee hereby declares that, with effect from the Effective Date, the Original Declaration of Trust shall be amended and restated so that such instrument shall be read and construed for all purposes as set out in Schedule 1 (*Amended and Restated Declaration of Trust*).

3 AMENDMENTS TO BECOME EFFECTIVE

The Amendments shall apply with effect from the Effective Date.

4 CONTINUITY

On and following the Effective Date, the provisions of the Original Declaration of Trust shall, save as amended by this Deed Poll, continue in full force and effect.

5 GOVERNING LAW AND JURISDICTION

This Deed Poll and any non-contractual obligations arising out of or in relation to this Deed Poll shall be governed by and interpreted in accordance with British Virgin Islands law.

The British Virgin Islands courts shall have non-exclusive jurisdiction in relation to all disputes (including claims for set-off and counterclaims) arising out of or in connection with (i) the creation, validity, effect,

interpretation, performance or non-performance of, or the legal relationships established by this Deed Poll; and (ii) any non-contractual obligations arising out of or in connection with this Deed Poll.

IN WITNESS whereof this Deed Poll has been duly executed as a deed by the Trustee and is intended to be and is hereby delivered on the date first above written.

Schedule 1
AMENDED AND RESTATED DECLARATION OF TRUST

EXECUTION PAGES

IN WITNESS whereof this Deed Poll has been executed by the Trustee and is intended to be and is hereby delivered on the date first before written.

EXECUTED AS A DEED for and on behalf of **JAMES)**
ASSET (PTC) LIMITED by:

) _____
) RiverFront Capital Ltd. – Sole Director
) Duly Authorised Signatory

)
) Name: _____

)
) Title: _____

) _____
) Duly Authorised Signatory

)
) Name: _____

)
) Title: _____

in the presence of:

Signature of Witness

Name: _____

Address: _____