

**THE CHARITY BANK LIMITED**  
**(the "Company")**

**Registered Company Number: 4330018**

**Registered Office: Fosse House, 182 High Street, Tonbridge, Kent, TN9 1BE**

**Notice of Resolutions**  
**Passed on 11<sup>th</sup> December 2019**

The Shareholders of the Company passed the following resolutions by way of the written resolution procedure on 11<sup>th</sup> December 2019:

**ORDINARY RESOLUTION** - Allotment of shares

**"THAT**, in accordance with section 551 of the Companies Act 2006 and as required by Article 16 of the New Articles, the Directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £10,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2021. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grants of Rights already made or offered or agreed to be made pursuant to such authorities."

**SPECIAL RESOLUTION** - Disapplication of statutory pre-emption rights

**"THAT**, subject to the passing of resolution 1 above and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £10,000,000; and
- b. expire on 31<sup>st</sup> December 2021 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired."

*J S Edwards*

Jenny Edwards, Company Secretary  
January 2020

