

No: 5390593

THE COMPANIES ACT 2006

Public Company limited by shares

ORDINARY RESOLUTION

of

PARAGON BANK PLC

Passed on 20 July 2017

At a General Meeting of the above named Company duly convened and held at 51 Homer Road, Solihull, West Midlands, B91 3QJ at 4.00 p.m. on 20 July 2017 the following resolution was passed by the sole member of the company:

Ordinary Resolution

That:

- (a) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £27,416,000;
- (b) this authority shall expire at the close of business on 30 August 2017;
- (c) this authority is in addition to and not in substitution for any authority previously given to the directors; and
- (d) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired.

P. Shay

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Secretary

WEDNESDAY



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