Company No. 07195881

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MARLIN FINANCIAL GROUP LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company has proposed that the resolutions in paragraphs 1 to 6 below are passed by the members of the Company as ordinary resolutions and the resolution in paragraph 7 below is passed by the members of the Company as a special resolution.

Reference is made to the following:

(a) [redacted]

EMEA 127783600 v4

THURSDAY
A9EPSN02
A15 01/10/2020 #67
COMPANIES HOUSE

The documents listed in paragraphs (a) to (k) above and any other documents, deeds, instruments, agreements, powers of attorney, notices (including but not limited to selection notices, howsoever defined), requests (including but not limited to utilisation requests, howsoever defined), acknowledgements, memoranda, statements or certificates as may be ancillary, necessary, desirable, required or requested in connection with the transactions contemplated thereby (the "**Ancillary Documents**") shall be together referred to as the "**Transaction Documents**".

We, the undersigned, being entitled as at 26 August 2020, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolutions in paragraphs 1 to 7 (the "**Resolutions**") be passed as written resolutions, with the resolutions in paragraph 1 to 6 having effect as ordinary resolutions of the Company, and the resolution in paragraph 7 having effect as a special resolution of the Company.

ORDINARY RESOLUTIONS

1. [redacted]

2. [redacted]

3. [redacted]

4. [redacted]

5. [redacted]

6. [redacted]

[redacted]

SPECIAL RESOLUTION

7. **THAT** the articles of association of the Company be amended by inserting the following wording as a new article 52.10:

"**52.10** The directors and/or the Company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact."

Date of circulation: 26 August, 2020

AGREEMENT

The undersigned, being entitled to vote on the above Resolutions on 26 August 2020, hereby irrevocably agrees to the Resolutions:

Date of signature: 26 August 2020

For and on behalf of the sole shareholder

Cabot Credit Management Group Limited