

Company number: 08273729

Private Company Limited By Shares

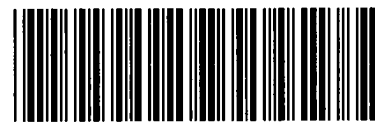
Written Resolution

of

SF13 Limited

(Company)

TUESDAY



ABDFMELC

A05

27/09/2022

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COMPANIES HOUSE

Circulation Date: 15 September 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolution 3 below is passed as a special resolution (**Resolutions**)

ORDINARY RESOLUTIONS

1. THAT the terms of, the Company's entry into the transactions contemplated by and the performance of the Company's obligations under:
 - (a) the facility agreement to be made between (1) the Company as the borrower (2) Spring Finance Limited as the servicer, the originator and the guarantor and (3) Hampshire Trust Bank plc (**Lender**) for the provision of a revolving loan facility in the initial amount of _____ as may be increased to a total sum of no greater than _____ (the **Facility Agreement**);
 - (b) a charge over shares and subordinated debt to be entered into between (1) the Company as borrower (2) Spring Finance Group Ltd as chargor and (3) the Lender;
 - (c) an all assets debenture to be granted by the Company to the Lender;
 - (d) a subordination deed to be entered into between (1) the Company as borrower (2) Spring Finance M1 Ltd as subordinated creditor and (3) the Lender;
 - (e) a servicing agreement to be entered into between (1) Spring Finance Limited as the servicer (2) the Company as company and (3) the Lender;
 - (f) a sale and purchase agreement to be made between (1) Spring Finance Limited as vendor and (2) the Company as purchaser relating to certain Contract Rights (as defined therein); and
 - (g) a director's certificate to be given by a director of the Company pursuant to the Conditions Precedent to the Facility Agreement,

together the **Documents** be and are hereby approved.
2. THAT the entry into and execution and delivery of the Documents be and are hereby approved as being likely to promote the success of the Company for the benefit of the Company's members as a whole.
3. THAT the certificate of the Company signed by the directors of the Company and addressed to the Lender certifying and confirming certain matters therein will be issued.

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4. THAT these resolutions shall have effect notwithstanding any provisions of the Company's articles of association.

Special Resolution

THAT in accordance with section 21 of the Companies Act 2006, the articles of association of the Company shall be amended by inserting a new Article 54 as follows:

"54.1 Notwithstanding anything contained in these articles and without prejudice to any restrictions required by law or statute, the directors shall promptly register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or lending institution, whether acting as agent and security trustee for a group of banks or lending institutions or otherwise, or to any nominee or transferee of such bank or lending institution, to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security;

54.2 Notwithstanding anything to the contrary contained in these articles:

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred; and
- (b) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in paragraph (a) above to be transferred to them whether for consideration or not.

54.3 Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution.

54.4 Notwithstanding anything to the contrary contained in these articles, the directors may not issue a notice of intended forfeiture in relation to any shares in the Company pledged to or subject to security in favour of a Secured Institution without their consent in writing.


54.5 Notwithstanding anything to the contrary contained in these articles, the directors may not send a call notice to a member who is a Secured Institution."

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Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Name	Signature
Spring Finance Group Limited	<div>DocuSigned by:  EDFA9BF1A5FF4A7... For and on behalf of Spring Finance Group Limited</div>

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company's registered office. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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