

THE COMPANIES ACT 2006  
PUBLIC LIMITED COMPANY

RESOLUTIONS  
OF  
ATOM BANK PLC  
(the **Company**)

Passed on 21 April 2021



At a general meeting of the above named Company duly convened and held at The Rivergreen Centre, Aykley Heads, Durham DH1 5TS on Wednesday, 21 April 2021 at 10:00 a.m. (the **meeting**), resolutions 1 and 4 were duly proposed and passed as special resolutions and resolutions 2 and 3 were duly proposed and passed as ordinary resolutions:

**SPECIAL RESOLUTION**

1. That the regulations set out in the printed document submitted to the meeting and for the purpose of identification initialled by the Chairman (the **New Articles**) be adopted as the articles of association of the Company in substitution for the existing articles of association of the Company.

**ORDINARY RESOLUTION**

2. That, subject to the passing of resolution 1, the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the **2006 Act**) to exercise all the powers of the Company to allot A ordinary shares of £0.00001 each in the Company (**A Shares**) up to a maximum aggregate nominal amount of £666.67, provided that the power conferred by this resolution 2 shall expire on 31 May 2021, save that the Company may before such expiry make offers or agreements which would or might require A Shares to be allotted after such expiry and the Directors may allot A Shares pursuant to such offers or agreements notwithstanding that the power granted by this resolution 2 has expired.

The authority granted by this resolution 2 shall apply in addition to the authority granted under resolution 3 below and article 3.1.9 of the New Articles which (subject to their adoption pursuant to the passing of resolution 1), shall remain in full force and effect.

**ORDINARY RESOLUTION**

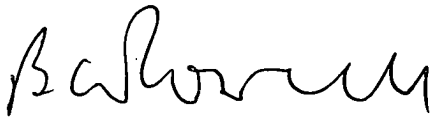
3. That, subject to the passing of resolution 1, the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the **2006 Act**) to exercise all the powers of the Company to allot ordinary shares of £0.00001 each in the Company (**Ordinary Shares**) pursuant to article 2.3 of the New Articles (**Anti-Dilution Shares**), up to a maximum aggregate nominal amount of £46,392.16, provided that the power conferred by this resolution 3 shall expire on 31 May 2022, save that the Company may before such expiry make offers or agreements which would or might require Anti-Dilution Shares to be allotted after such expiry and the Directors may allot Anti-Dilution Shares pursuant to such offers or agreements notwithstanding that the power granted by this resolution 2 has expired.

The authority granted by this resolution 3 shall apply in addition to the authority granted under resolution 2 above and article 3.1.9 of the New Articles which (subject to their adoption pursuant to the passing of resolution 1), shall remain in full force and effect.

**SPECIAL RESOLUTION**

4. That, subject to the passing of resolutions 1 and 2 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered pursuant to the authority conferred by resolution 2 above, to allot A Shares as if: (a) articles 3.1.1 to 3.1.7 (inclusive) of the New Articles; and (b) section 561(1) of the 2006 Act, did not apply to any such allotment, provided that the power conferred by this resolution 4 shall:
- 4.1 be limited to the allotment of A Shares:
- 4.1.1 wholly for cash up to an aggregate nominal value of £666.67; and
- 4.1.2 at an issue price of not less than £0.60 per A Share; and
- 4.2 expire on 31 May 2021, save that the Company may before such expiry make offers or agreements which would or might require A Shares to be allotted after such expiry and the Directors may allot A Shares pursuant to such offers or agreements notwithstanding that the power granted by this resolution 4 has expired.

The authority granted by this resolution 4 shall apply in addition to the authorities granted under article 3.1.8 and article 3.1.10 of the New Articles, which (subject to their adoption pursuant to the passing of resolution 1), shall remain in full force and effect.



BRIDGET ROSEWELL, Director