

Company No. 9092149

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
STARLING BANK LIMITED (Company)

On 5 April 2022, pursuant to section 288 of the Companies Act 2006 (CA 2006), eligible members (as defined by section 289 CA 2006) of the Company representing the requisite majority of the total voting rights of all such eligible members, passed the following written resolution as a special resolution of the Company:

SPECIAL RESOLUTION

- 1 That, in connection with the proposed transfer by certain employees of up to, in aggregate, 6,148,836 of the ordinary shares and A ordinary shares of £0.00001 each in the capital of the Company (as determined by the board of directors of the Company) to the Acquiring Investors (as such term is defined in the subscription agreement to be entered into on or around the date of this written resolution between (1) the Company, (2) the Relevant Non-Investing Shareholders (as defined therein) and (3) the Investors (as defined therein)) (the **Manager Sale Shares**), immediately following the completion of the transfer of any such Manager Sale Shares to the Acquiring Investors, each Manager Sale Share be re-designated as one D ordinary share of £0.00001 in the capital of the Company having the rights and subject to the restrictions attached to that class of shares set out in the Company's articles of association.



Matthew Newman
Company Secretary

