

ORDINARY RESOLUTION AND SPECIAL RESOLUTION

OF

NON-STANDARD FINANCE PLC (the "Company") Company Number 09122252

Passed on 6 January 2016

At a general meeting of the Company duly convened and held at 10 Greycoat Place, London, SW1P 1SB, on Wednesday 6 January 2016 at 11 00 a m , the following ordinary resolution and special resolution were each duly passed

ORDINARY RESOLUTION

Resolution One

THAT subject to and conditional upon Resolution 2 being duly passed, the directors of the Company be and they are hereby, in addition to all existing authorities in such regard, generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £10,588,261 85 (equivalent to 211,765,237 ordinary shares of £0 05 each in the Capital of the Company) in connection with the Capital Raising and the issue of the Consideration Shares (as each is defined in the prospectus to shareholders of the Company dated 7 December 2015 of which this notice forms part) This authority shall expire at the conclusion of the next annual general meeting of the Company (unless previously revoked or varied by the Company in general meeting) save that the Company may, before such expiry, revocation or variation, make offers and enter into agreements which would, or might, require shares to be allotted after the authority ends and the directors of the Company may allot shares under any such offer or agreement as if the authority conferred hereby had not expired or been revoked or varied

SPECIAL RESOLUTION

Resolution Two

THAT subject to and conditional upon Resolution 1 being duly passed, in addition to all other existing powers of the directors of the Company under section 570 of the Act which shall continue in full force and effect, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above, as if section 561 of the Act did not apply to any such allotment Such power shall, subject to the continuance of the authority conferred by Resolution 1, expire at the conclusion of the next annual general meeting of the Company, but may be revoked or varied from time to time by special resolution, save that the Company may, before such expiry, revocation or variation, make offers, and enter into agreements, which would, or might, require equity securities to be allotted after such expiry, revocation or variation, and the directors may allot equity securities under any such offer or agreement as if such power had not expired or been revoked or varied

TUESDAY



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26/01/2016

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COMPANIES HOUSE

By order of the Board

A handwritten signature in black ink, appearing to be 'N. Teunon', written in a cursive style.

Nicholas Teunon
Company Secretary

Date 6 / 1 / 16