

Company No: 9386355

THE COMPANIES ACT 2006

Public Company limited by shares

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**SPECIAL RESOLUTION**

of

**PARAGON MORTGAGES (NO. 24) PLC**

Passed on 27 June 2018

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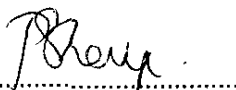
At a General Meeting of the above named Company duly convened and held at 35 Great Helen's, London, EC3A 6AP on 27 June 2018 the following resolution was passed:

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended as follows:

- (a) by amending the last paragraph in the present article 7.1, by inserting the words 'subject to article 7.6,' between the words 'However,' and 'no such delegation'; and
- (b) by adopting an additional article, which is shown below, which will be numbered as article 7.6:

'The directors may delegate any obligations, responsibilities and/or administrative actions necessary to ensure compliance with Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 May 2014 on Market Abuse (as amended or otherwise supplemented) and any other similar Market Abuse regulation replacing or introduced in addition to the same to Paragon Banking Group PLC as they think fit.'



**Pandora Sharp**  
**Company Secretary**

