



THE BANK OF LONDON GROUP HOLDINGS LIMITED

(Registered Number **10511092**)

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY

Circulated on 30th November 2022.

We, the undersigned, being the members of the Company who (at the date of circulation of these resolutions) are entitled to vote on these resolutions, hereby agree pursuant to section 288 of the Companies Act 2006 (the "**Act**") to the passing of the following resolutions (the "**Resolutions**"):

Ordinary resolution:

THAT, that any pre-emption rights that may have occurred under Article 12 or otherwise of the articles of association of the Company are to be waived and disapplied for any matters relating to the Transfers and the Funding Transfers (as defined in the board minutes of the Company dated on or about the date hereof).

Special resolution:

THAT, that any pre-emption rights that may have occurred under Article 9.2 or otherwise of the articles of association of the Company are to be waived and disapplied for any matters relating to the Proposed Issuances and the Funding Issuances (as defined in the board minutes of the Company dated on or about the date hereof).

AGREEMENT:

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