

RM ZDP plc

COMPANY No: 11217952

COMPANY LIMITED BY SHARES

INCORPORATED UNDER THE COMPANIES ACT 2006

This is to confirm that at the Annual General Meeting of RM ZDP plc, duly convened and held at:

N+1 Singer
1 Bartholomew Lane
London
EC2N 2AX

On the 1st day of May 2019

The following resolutions were passed. Resolution 8 was passed as a special resolution.

Ordinary resolutions

1. To receive the Company's Annual Report and Accounts for the period ended 31 December 2018, with the reports of the Directors and auditors thereon.
2. To approve the Directors' Remuneration Policy and Report included in the Annual Report for the period ended 31 December 2018.
3. To elect Norman Crighton as a Director.
4. To elect Guy Heald as a Director.
5. To elect Marlene Wood as a Director.
6. To appoint Ernst & Young LLP as Auditors to the Company.
7. To authorise the Directors to determine the remuneration of the Auditor until the conclusion of the next Annual General Meeting of the Company.

Special resolution

8. Notice of general meeting

That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 days' notice, provided that this authority shall expire at the conclusion of the Company's next Annual General Meeting after the date of the passing of this resolution.

Certified a true copy



Anthony Lee

PraxisIFM Fund Services (UK) Limited
Company Secretary to RM Secured Direct Lending plc
Registered office:
Mermaid House

WEDNESDAY



RM *R86ZAFSQ*
05/06/2019 #104
COMPANIES HOUSE