

Company number SC444462

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NPL GROUP (UK) LTD ("Company")

11 FEBRUARY 2020 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions be passed as special resolutions ("Resolutions").

SPECIAL RESOLUTIONS

1 AUTHORITY TO ALLOT

That, pursuant to section 551 of the Companies Act 2006 ("Act"), the Directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £24,493,242 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £24,493,242; and
- (b) expire on the fifth anniversary of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry.

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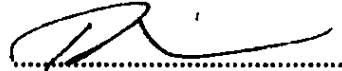
COMPANIES HOUSE

AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

SIGNED BY ROBERT MCFARLANE



Dated ..11.. ~~FEBRUARY~~

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy to Dominique Hibell at Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB;
 - (b) **Post:** returning the signed copy by post to Dominique Hibell at Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB; or
 - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Dominique.hibell@squirepb.com.

If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the date being 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.