

NPL Group (UK) Ltd

COMPANY NO SC444462
("The Company")

WRITTEN RESOLUTION OF THE COMPANY

PURSURANT TO SECTION 288 OF THE COMPANIES ACT 2006

26th March 2021 ("The Date")

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 the following resolution is passed as a special resolution of the Company.

SPECIAL RESOLUTION

1 AUTHORITY TO ALLOT

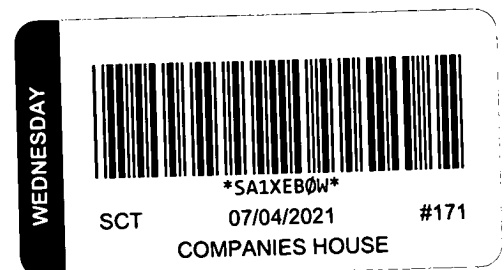
THAT, pursuant to section 551 of the Companies Act 2006 ("The Act") the directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £102,069 provided that this authority shall unless renewed, varied or revoked by the Company expire on 28 March 2022 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 PR-EMPTION RIGHTS

That subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Allot above and as if section 561(1) of the Companies Act 2006 did not apply to any such allotment and transfer, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £102,069; and
- (b) expire on 28 March 2022 (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.

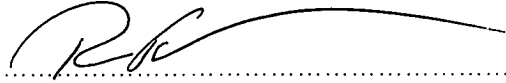


Agreement

Please read the notes at the end of this Agreement before signing your agreement to the Resolution.

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

Signed by Robert McFarlane



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Date 26th March 2021