

Company number SC444462

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NPL GROUP (UK) LTD ("Company")

31st MARCH 2020 ("Circulation Date")

FRIDAY



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03/04/2020

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COMPANIES HOUSE

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

ORDINARY RESOLUTIONS

**1 AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS**

THAT, £50,000,000 of the amount standing to the credit of the Company's merger reserve be and is hereby capitalised and appropriated as capital to the holders of ordinary shares of £1.00 each in the capital of the Company whose names appear in the register of members as at the close of business on the Circulation Date and that the directors be and are hereby authorised to apply such sum in paying up in full 50,000,000 ordinary of £1.00 each in the capital of the Company ("**Bonus Shares**") and to allot and issue such Bonus Shares, credited as fully paid up, to the holders of ordinary shares of £1.00 each in such proportions of those securities that is as nearly as practicable equal to the proportion in the nominal value held by him in the ordinary share capital of the Company; and

**2 AUTHORITY TO ALLOT**

THAT, subject to the passing of resolution 1 above, 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 £50,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2021 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.

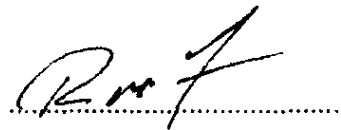
This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

**AGREEMENT**

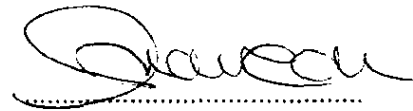
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

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

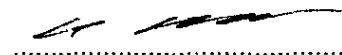
**SIGNED BY ROBERT MCFARLANE**

  
Dated 31/3/2020

**SIGNED BY CAROL THOMSON FOR  
AND ON BEHALF OF LANDCO THREE  
LIMITED**

  
Dated 31-3-20

**SIGNED BY MICHELLE MCFARLANE  
FOR AND ON BEHALF OF LANDCO  
FOUR LIMITED**

  
Dated 31-3-2020