

Company No: 00541132

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
SECURE TRUST BANK PLC
PASSED 18 May 2023



At the Annual General Meeting of Secure Trust Bank PLC, duly convened and held at CityPoint, 1 Ropemaker Street, London EC2Y 9SS at 3.00p.m on Thursday, 18 May 2023, the following Resolutions were duly proposed and passed as Special Resolutions:

16. THAT, subject to and conditional on the passing of resolution 14 and in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act') to:
- allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by resolution 14 as if section 561(1) of the Act did not apply to any such allotment; and/or
 - sell equity securities (as defined in section 560(1) of the Act) for cash if, immediately before such sale, such shares are held as treasury shares (within the meaning of section 724(5) of the Act) as if section 561(1) of the Act did not apply to such sale,

provided that such authorities shall be limited to:

- (1) the allotment or sale of equity securities in connection with a rights issue, open offer or other pre-emptive offer (but in the case of an allotment pursuant to the authority conferred by paragraph (b) of resolution 14, such powers shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer) in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue or offer or sale where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them on the record date applicable to such issue or offer, but subject to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements, legal or practical problems arising under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or by virtue of any other matter whatever;
- (2) the allotment or sale of equity securities otherwise than pursuant to sub-paragraph (1) of this resolution up to an aggregate maximum nominal amount of £747,913; and

(3) the allotment or sale of equity securities otherwise than pursuant to sub-paragraph (2) of this resolution up to a nominal amount equal to 20 per cent of any allotment or sale of equity securities from time to time pursuant to sub-paragraph (2) of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of the kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before 30 March 2023 (being the latest practicable date before the publication of this Notice). The authority granted by this resolution shall expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next Annual General Meeting but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make offers or enter into agreements which would or might require equity securities to be allotted or relevant shares to be sold after such expiry, revocation or variation and the Directors may allot equity securities and sell relevant shares in pursuance of such offers or agreements as if such authority had not expired or been revoked or varied.

17. THAT, subject to and conditional on the passing of resolution 14 and in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby authorised, in addition to any authority granted under resolution 16, pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act') to:

- a. allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by resolution 14 as if section 561(1) of the Act did not apply to any such allotment; and/or
- b. sell equity securities (as defined in section 560(1) of the Act) for cash if, immediately before such sale, such shares are held as treasury shares (within the meaning of section 724(5) of the Act) as if section 561(1) of the Act did not apply to such sale,

provided that such authorities shall be limited to:

- (1) the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £747,913 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before 30 March 2023 (being the latest practicable date before publication of this Notice); and
- (2) the allotment or sale of equity securities otherwise than pursuant to sub-paragraph (1) of this resolution 17 up to a nominal amount equal to 20 per cent of any allotment or sale of equity securities from time to time pursuant to sub paragraph (1) of this resolution 17, such authority only to be used for the purpose of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before 30 March 2023 (being the latest practicable date before the publication of this Notice).

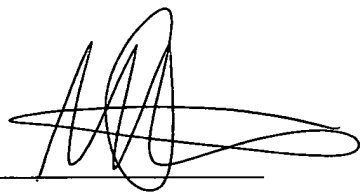
The authority granted by this resolution shall expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next Annual General Meeting but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make offers or enter into agreements which would or might require equity securities to be allotted or relevant shares to be sold after such expiry, revocation or variation and the Directors may allot equity securities and sell relevant shares in pursuance of such offers or agreements as if such authority had not expired or been revoked or varied.

18. THAT, subject to and conditional upon the passing of resolution 14 and in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby authorised pursuant to section 570 of the Companies Act 2006 (the 'Act') in addition to any authority granted under resolutions 16 and 17 to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority granted by resolution 15 up to an aggregate maximum nominal amount of £2,493,046 in relation to the issue of AT1 Securities as if section 561(1) of the Act did not apply to any such allotment.

The authority granted by this resolution shall expire 15 months from the date this resolution is passed or, if earlier, at the conclusion of the Company's next Annual General Meeting but may be previously revoked or varied from time to time by the Company by special resolution but so that the Company may before such expiry, revocation or variation make offers or enter into agreements which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offers or agreements as if such authority had not expired or been revoked or varied.

19. THAT, in substitution for all subsisting authorities to the extent unused, the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 40p each in the capital of the Company ('ordinary shares') provided that:
- the maximum number of ordinary shares authorised to be purchased shall be 1,869,784 (being approximately 10 per cent of the issued share capital of the Company as at 30 March 2023) (being the latest practicable date before publication of this Notice);
 - the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 40p;
 - the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (1) an amount equal to 5 per cent above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased and (2) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
 - this authority shall expire on the earlier of 15 months from the date this resolution is passed and the conclusion of the Annual General Meeting of the Company to be held in 2024 unless such authority is renewed, varied or revoked prior to such time; and
 - the Company may enter into contracts to purchase ordinary shares under this authority before the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares pursuant to any such contracts.

20. THAT the Directors are authorised to call a general meeting of the Company, other than an Annual General Meeting, on not less than 14 clear days' notice.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a horizontal line.

Company Secretary