

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF THE MEMBERS OF HOMELOAN MANAGEMENT LIMITED (the "Company") PASSED IN ACCORDANCE WITH SECTION 288 OF THE COMPANIES ACT 2006**

We, being all the members of the Company at the date of this resolution entitled to attend and vote at general meetings, hereby pass the following resolutions pursuant to regulation 53 of Table A which is part of the Company's articles of association:

**ORDINARY RESOLUTIONS**

1. **THAT** the provision of the Company's memorandum of association setting out the share capital of the Company, which was in force immediately before 1 October 2009 and which is now deemed to form part of the Company's articles of association by virtue of section 28 of the Companies Act 2006, be revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860).
2. **THAT** with effect from the time of the passing of this resolution the directors be authorised, pursuant to section 551 of the Companies Act 2006, to allot shares up to a maximum amount of GBP10,000,000 in respect of Ordinary Shares of GBP1.00 each in the capital of the Company in accordance with the relevant provisions of the articles of association of the Company at any time or times during the period of five years from the date hereof, and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.



For and on behalf of  
**Computershare Investments (UK) (No. 3) Limited**

Date of Signature: 14 December 2017

