

No 5390593

THE COMPANIES ACT 2006

Public Company limited by shares

ORDINARY RESOLUTION

of

PARAGON BANK PLC

Passed on 30 September 2014

At a General Meeting of the above named Company duly convened and held at 51 Homer Road, Solihull, West Midlands, B91 3QJ at 11 05 a m /p.m on 30 September 2014 the following resolution was passed

Ordinary Resolution

AUTHORITY TO ALLOT

'THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the Directors of the Company be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £200,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 9 February 2019 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of 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 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities This authority shall be deemed to have commenced on 10 February 2014 '



.....
Chairman

THIRSDAY



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02/10/2014

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