

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
LENDING WORKS LIMITED
(the "Company")

Circulation Date: 15 December 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the resolutions set out below are passed as special resolutions and an ordinary resolution of the Company (together, the "Resolutions").

SPECIAL RESOLUTIONS

- 1 THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
- 2 THAT the following shares:
 - a) 87,142 A Ordinary shares of £0.01 each;
 - b) 219,401 B Ordinary shares of £0.01 each;
 - c) 382,081 D Ordinary shares of £0.01 each; and
 - d) 507,681 Ordinary shares of £0.01 eachin the capital of the Company be and are hereby converted into and re-designated as 1,196,305 A Ordinary shares of £0.01 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles of Association adopted pursuant to resolution 1.
- 3 THAT the 28,314 C Ordinary shares of £0.000001 each in the capital of the Company be and are hereby converted into and re-designated as 28,314 B Ordinary shares of £0.000001 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles of Association adopted pursuant to resolution 1.

ORDINARY RESOLUTION

- 4 That in accordance with section 551 of the 2006 Act, and in substitution for any existing authorities thereunder, the directors of the Company are generally and unconditionally authorised to exercise any powers of the Company to allot and/or to grant rights to subscribe for A Ordinary shares, provided that the number of A Ordinary shares that may be allotted under this authorisation shall be up to an aggregate nominal amount of £25,000 and that this authorisation, unless renewed, varied or revoked by the Company, will expire on the fifth anniversary of the resolution being passed.

Please read the Notes below before signifying your agreement to the Resolutions set out above.

Pursuant to Chapter 2 of Part 13 of the 2006 Act, we, the undersigned, being each of the eligible members of the Company entitled to vote on the Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Resolutions.

Signed by

On behalf of LENDING PLATFORM HOLDING LIMITED as lawful attorney for each of those persons identified in schedule 1 to this Written Resolution pursuant to the terms of a power of attorney dated June 26th, 2020.


Signature

Signed by LISA KIRK

Signature

Signed by LENNARD MARONDE

Signature

Signed by MICHAEL TODT

Signature

Signed by POOJA RAMANI

Signature

Signed by STEPHEN CULLEN

Signature

Notes

- 1 This Written Resolution has been sent to each eligible member who was entitled to vote on the Resolution on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf) should sign this Written Resolution.
- 2 An eligible member can signify its agreement to the Resolution contained within this Written Resolution by signing the Written Resolution and be either (i) delivery a copy of the signed Written Resolution to an officer of the Company by hand; or (ii) by email to nick@lendingworks.co.uk
- 3 You may not revoke your agreement to the Resolutions once you have signed and returned the Written Resolution to the Company.
- 4 If you do not agree to the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 5 The Resolutions are passed when the Company receives the agreement of the required majority of eligible members. The requisite majority for an ordinary resolution is eligible members representing more than 50% of the total voting rights of eligible members and the requisite majority for a special resolution is eligible members representing at least 75% of the total voting rights of eligible members.
- 6 The Resolutions must be passed within a period of 28 days beginning with the Circulation Date of this Written Resolution (section 297 Companies Act 2006). If the Resolutions are not passed by such date then these Written Resolution will lapse.
- 7 Any signed Written Resolution received by the Company after the date falling 28 days after the Circulation Date will not be counted in determining whether the Resolutions are passed.

Schedule 1

THE RELEVANT PERSONS

- Nicholas Harding
- Matthew Powell
- Alexander Rogers
- Richard Priestman
- Mark Gomer
- Clinton Gomer
- Paul Dunbar
- Jason Mackay
- David Kyte
- Max Ashton
- Rachel Rogers
- Keith Saldanha
- Ben Lyttleton
- Paul Howard
- Eric Jousse
- Alternative Credit Investments Plc
- Northern Venture Trust Plc
- Northern 2 VCT Plc
- Northern 3 VCT Plc
- NVM Nominees Limited
- Mercia VCT Nominees Limited
- Maven Income and Growth VCT Plc
- Maven Income and Growth VCT 3 Plc
- Maven Income and Growth VCT 4 Plc
- Maven Income and Growth VCT 5 Plc
- DVest Nominees Limited
- Michael Raasch
- Simon Waugh
- Simon Champ
- Matthew Totham
- Mark Lyttleton
- Andrew Doman