

**WRITTEN RESOLUTIONS**  
**of**  
**TANDEM BANK LIMITED (the "Company")**

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Circulation date 18 December 2015

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that Resolution 1 below is passed as an ordinary resolution and Resolution 2 is passed as special resolution of the Company

**Ordinary resolution:**

1	THAT the directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot, and to grant rights to subscribe for or to convert any security into 1,000,000 ordinary shares of £0.01 each, ranking equally in all respects with the existing ordinary shares in the capital of the Company up to a maximum nominal amount of £10,000, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired

**Special resolution**

2	THAT in place of all existing powers the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1 (the "Authority") as if section 561 of the Act did not apply to any such allotment. This power shall cease to have effect when the Authority is revoked or, if not revoked, expires, but the Company may make an offer or agreement before expiry of this power which would, or might, require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

The undersigned, being a member of the Company who at the date of circulation of these resolutions would have been entitled to vote on the resolutions, agrees to the above resolutions

THURSDAY



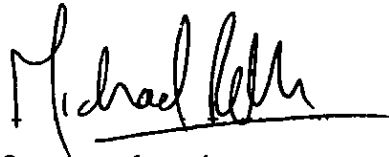
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28/01/2016

#390

COMPANIES HOUSE



Signature of member

MICHAEL ROLY

Print name of member

06/01/2016

Date

#### Notes

- (1) You can choose to agree to all of the above resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the registered office.
- (2) A member's agreement to a written resolution, once signified, may not be revoked.
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (4) The resolutions set out above must be passed before the end of the day which is 28 days from the circulation date at the head of these resolutions otherwise they will lapse.
- (5) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- (6) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.