

PROPEL GROUP FINANCE LIMITED

Company number: 08665300

(the "Company")

WRITTEN RESOLUTIONS OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

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The directors of the Company ("Directors") propose that the following written resolutions be passed by the members of the Company as:

- in the case of resolution 1, a special resolution; and
- in the case of resolution 2, resolution 3 and resolution 4, an ordinary resolution.

SPECIAL RESOLUTION

1. THAT the revised articles of association, annexed to these written resolutions, be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

ORDINARY RESOLUTION

2. THAT in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot 45,347,946 Ordinary Shares of £1.00 each in the capital of the Company to Propel Finance Group Holdings Limited (such issue of shares being to satisfy in full certain intra-group balances owed by the Company to Propel Finance Group Holdings Limited).
3. THAT immediately following the share issuance referred to in resolution 2, all of the 48,348,147 issued Ordinary Shares of £1.00 each in the capital of the Company held by Propel Finance Group Holdings Limited be and is hereby re-designated and consolidated as 115,800 A Ordinary Shares of £417.51 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association of the Company.
4. THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot (i) 200 A Ordinary Shares of £417.51 each in the capital of the Company and (ii) 13,000 B Ordinary Shares of £0.01 each in the capital of the Company, each having the rights and subject to the restrictions set out in the Company's articles of association. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of this resolution being passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the date on which copies of the resolutions are first sent to members, being 21 September 2021) should sign and date below to signify their agreement to the resolutions and send a copy by email to the Company.

This resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse.

Annexure: New Articles

Agreed

Signed .....

for and on behalf of Propel Group Finance Holdings Limited

Date ..... 21 September 2021 .....