

Company number 08853583

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CIRDAN CAPITAL MANAGEMENT LTD (the "Company")

Circulation Date: 11 July 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

**THAT** subject to the successful acquisition of the Bank, as per prior board approvals, the articles of association of the Company in the form attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, existing articles of association of the Company (the "**New Articles**").

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

I, the undersigned, being the only person entitled to vote on the Resolution on the date hereof, hereby irrevocably agree to the Resolution.

Signed by **ANTONIO DE NEGRI**

Date 11/07/2022

A handwritten signature in black ink, appearing to read 'Antonio De Negri', written over a horizontal dotted line.

## NOTES

1. You can choose to agree to the Resolution or not. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand, by email (to [graham.walker@cirdancapital.com](mailto:graham.walker@cirdancapital.com)) or by post to Cirdan Capital Management Ltd at 3<sup>rd</sup> Floor, 54 Baker Street, London W1U 7BU marked for the attention of Graham Walker.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 15 July 2022, the Resolution has not been passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.

4. 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.