

Company Number: 09122252

THE COMPANIES ACT 2006 – PUBLIC LIMITED COMPANY
ORDINARY AND SPECIAL RESOLUTIONS
OF
NON-STANDARD FINANCE PLC (the '**Company**')

The following RESOLUTIONS were duly passed by the Members of the Company at the Annual General Meeting held on Friday 23 June 2023 at 13:00 at Maitland Consultancy, 3 Pancras Square, London N1C 4AG.

ORDINARY RESOLUTIONS

1. THAT the Company's Annual Report, including the audited financial statements, the Strategic report and the reports of the Directors and Auditors for the year ended 31 December 2022 now laid before this meeting be and are hereby approved.
2. THAT the Directors' remuneration report, excluding the Directors' Remuneration Policy, for the year ended 31 December 2022, as set out on pages 85 to 101 of the Annual Report be and is hereby approved.
3. THAT Jonathan Gillespie be and is hereby elected as a director of the Company.
4. RESOLUTION FORMALLY WITHDRAWN
5. RESOLUTION FORMALLY WITHDRAWN



6. THAT Sarah Day be and is hereby elected as a director of the Company.
7. THAT PKF Littlejohn LLP be and is hereby reappointed as the auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.
8. THAT the Board of Directors be and is hereby authorised to agree the remuneration of the auditor.
9. THAT the Board of Directors be and is hereby generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a. up to a nominal amount of £5,207,290.37 (such amount to be reduced by any allotments or grants made under paragraph b. below in excess of such sum); and
- b. comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £10,414,580.73 (such amount to be reduced by any allotments or grants made under paragraph a. above) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Board of Directors otherwise considers necessary,

and so that the Board of Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 23 September 2024) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board of Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

10. THAT if resolution 9 is passed, the Board of Directors be and is hereby given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

a. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b. of resolution 9, by way of a pre-emptive offer (including a rights issue or open offer):

i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

ii. to holders of other equity securities, as required by the rights of those securities, or as the Board of Directors otherwise considers necessary,

and so that the Board of Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

b. in the case of the authority granted under paragraph a. of resolution 9 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount of £1,562,187,11; and

c. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. or paragraph b. above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b. above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 23 September 2024) but, in each case, during this period the Company may

make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board of Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

11. THAT if resolution 9 is passed, the Board of Directors be and hereby is authorised in addition to any authority granted under resolution 10, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by paragraph a. of resolution 9 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- d. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,562,187.11 used only for the purposes of financing a transaction which the Board of Directors determines to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within 12 months of its taking place; and
- e. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph a. above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of next year's AGM (or, if earlier, at the close of business on 23 September 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board of Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

12. THAT the Company be and is hereby authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares provided that:

- f. the maximum number of ordinary shares hereby authorised to be purchased is 31,243,742 representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 31 March 2023, the latest practicable date prior to publication of this Notice;
- g. the minimum price (exclusive of expenses) which may be paid for an any such share is the nominal amount of that share; and
- h. the maximum price (exclusive of expenses) which may be paid for an ordinary share is the highest of:
 - i. an amount equal to 5 per cent. above the average market value of an ordinary share in the Company for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution 12 will be carried out,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 23 September 2024) but during this period the Company may enter into a contract to purchase ordinary shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

13. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



.....
Sarah Day
Company Secretary

Date: 23/06/2023