

RM SECURED DIRECT LENDING PLC

(incorporated in England and Wales with registered number 10449530)

(the "Company")

At a general meeting of the Company held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU on 28 March 2018 at 11.00 a.m. the following resolutions were duly passed, in the case of resolutions 1 and 2 as ordinary resolutions and, in the case of resolution 3 as a special resolution:

ORDINARY RESOLUTIONS

- 1 **THAT** the Company adopt the proposed changes to its investment policy, as set out at Part 2 of the circular to Shareholders dated 5 March 2018 which contained the notice of General Meeting.
- 2 **THAT** the Directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**") to exercise all of the powers of the Company to allot up to 250 million c shares of 10 pence each in the capital of the Company ("**C Shares**") and/or ordinary shares of one penny each in the capital of the Company ("**Ordinary Shares**") in aggregate, such authority to expire on the earlier of the Company's annual general meeting to be held in 2019 or 31 March 2019 (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of Ordinary Shares and/or C Shares in pursuance of such an offer or agreement as if such authority had not expired. The authority granted pursuant to this Resolution 2 is in substitution for the authority granted to Directors in accordance with section 551 of the CA 2006 on 23 November 2016.

SPECIAL RESOLUTION

- 3 **THAT**, conditionally upon the passing of Resolution 2, the Directors are generally empowered (pursuant to section 570 of the CA 2006) to allot Ordinary Shares and/or C Shares for cash pursuant to the authority referred to in Resolution 2 above as if section 561 of the CA 2006 did not apply to any such allotment, such authority to expire on the earlier of the Company's annual general meeting to be held in 2019 or 31 March 2019 (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of Ordinary Shares and/or C Shares in pursuance of such an offer or agreement as if such authority had not expired. The authority granted pursuant to this Resolution 3 is in substitution for the authority granted to Directors in accordance with section 570 of the CA 2006 on 23 November 2016.


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CHAIRMAN

WEDNESDAY



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04/04/2018
COMPANIES HOUSE