

Company Number: 10759918

The Companies Act 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

PIVOT LENDING NO.1 LIMITED
("the Company")

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed as to resolution numbered 1 as an ordinary resolution and as to resolution numbered 2 as a special resolution.

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT NEW SHARES

THAT, in accordance with Section 551 of the CA 2006, the directors of the Company ("**Directors**") be generally and unconditionally authorised to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal value of £100 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 (five) years after the date of passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities in to shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

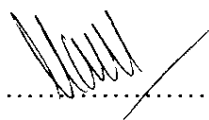
SPECIAL RESOLUTION

2. DISAPPLICTION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the resolution numbered 1 above and in accordance with Section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in Section 560 of the CA 2006) for cash pursuant to the authority conferred by the resolution numbered 1 above, to authorise the allotment of new shares, as if section 561(1) of the CA 2006 did not apply to any such allotment,

PROVIDED THAT this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £100 shall expire on the date 5 (five) years after the date of passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date),

SAVE THAT the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.



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Pivot Lending No.1 Limited

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Date: 07 December 2017

MONDAY

