

Company No. 11855379

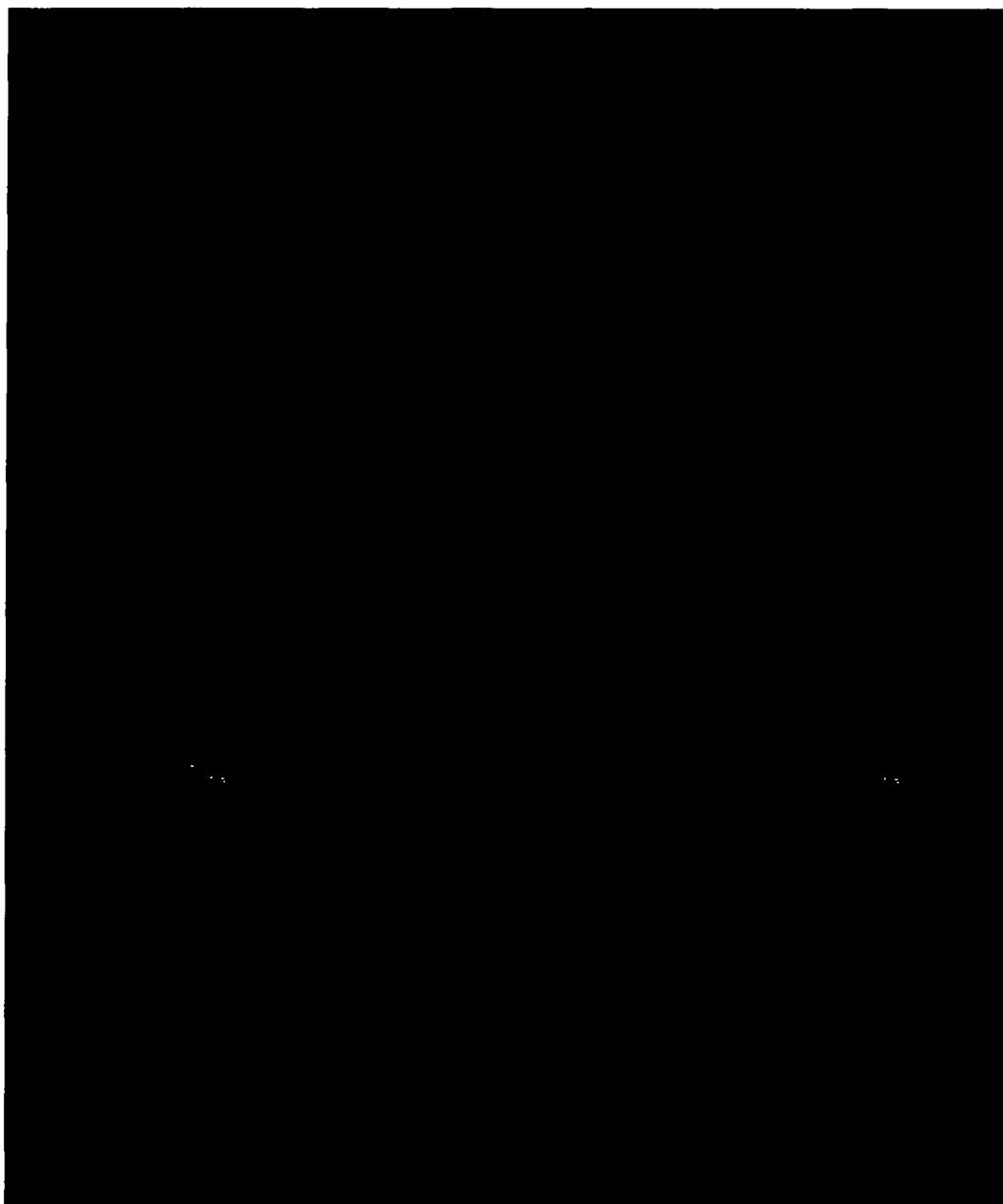
**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF MONEYPLUS MORTGAGES LIMITED (the Company)**

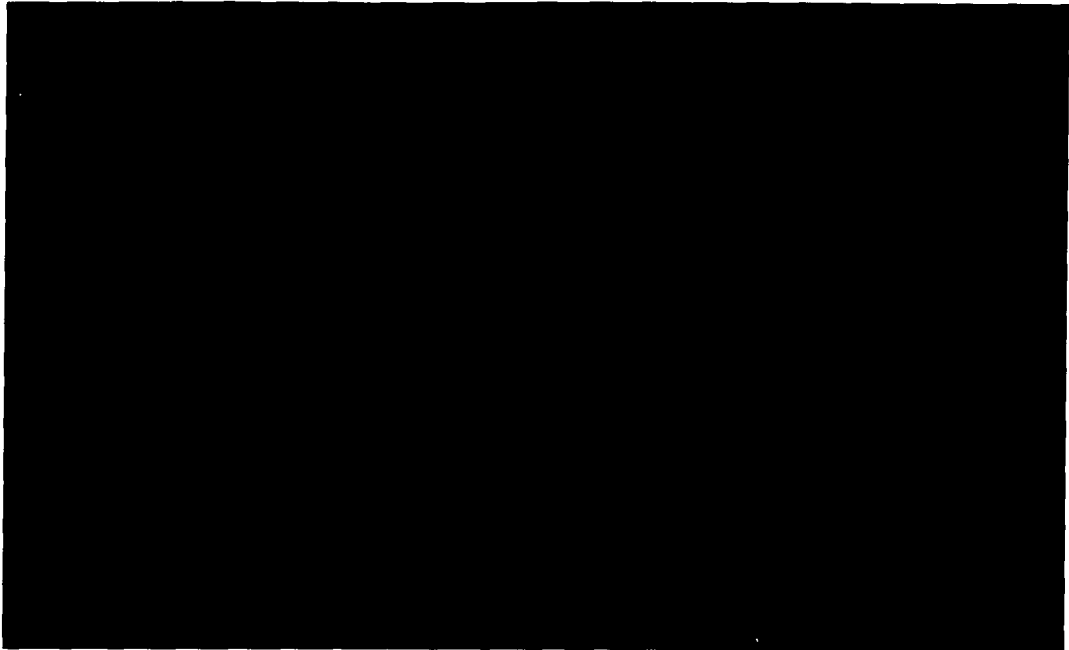
Circulation Date: 18 December 2020

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the sole member of the Company who (at the Circulation Date) would be entitled to vote on these resolutions, signify agreement to and pass the following written resolutions (the **Resolutions**) of the Company, which shall take effect as special resolutions.

SPECIAL RESOLUTIONS

1





- 2 That the Company's articles of association be and hereby are amended by the addition of a new article 26A as follows:

54 "26A. Secured Institutions

- 54.1 26A.1 Notwithstanding any other provision of these articles, the directors of the company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where:

54.1.1 26A.1.1 such transfer is executed by any bank or institution in favour of which such shares have been mortgaged or charged by way of security, or to a nominee, receiver or agent of such bank or institution (a **Secured Institution**); or

54.1.2 26A.1.2 such transfer is executed by a Secured Institution pursuant to the power of sale under such security and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or

54.1.3 26A.1.3 the shares are delivered to the Company for registration by a Secured Institution in order to perfect its security over those shares,


and the directors of the Company shall immediately register any such transfer of shares upon receipt.

- 54.2 26A.2 Any provisions in these articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any shares shall not apply in relation to any transfer of any shares in any of the circumstances referred to in paragraphs 26A.1.1, 26A.1.2 or 26A.1.3 above.

54.1.1, 54.1.2 and 54.1.3

- 54.3 26A.3 Any lien on any shares shall not apply in respect of any shares (or any dividends or moneys payable in respect of these shares) which have been charged to a Secured Institution."

Please read the notes attached to this document before signifying your agreement to the Resolutions

DocuSigned by:
Signature: 
4B30089E96DD4B0...

Christopher Anthony Davis
Name: for and on behalf of
MONEYPLUS INTERMEDIARY LIMITED

Date: 18 December 2020

EXPLANATORY NOTES

(These explanatory notes do not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 **Eligible members** are the members who are entitled to vote on the Resolutions on the Circulation Date.
- 3 You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions: If you agree with all the Resolutions, please signify your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the **Lapse Period**) either by hand or by post to the registered office of the Company.
- 4 If you do not agree with all the Resolutions, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolutions.
- 5 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 6 The Resolutions are passed when the required majority of eligible members have signified their agreement to them. However, none of the Resolutions are passed unless all of them are passed.
- 7 If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
- 8 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.