

COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF
GREAT MINSTER HOUSE LIMITED, Company Number 11897571
(the "Company")



Date: 10 February 2021 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following special resolution and ordinary resolutions (together, the "Resolutions").

SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company be altered by inserting the following paragraphs as new articles after article 24:

25 (1) Notwithstanding anything contained in these articles:

(i) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and

(ii) a holder of shares in the Company is not required to comply with any provision of the articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

(i) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security;

(ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or

(iii) to any such bank or institution (or to its nominee) pursuant to any such security.

(2) A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

ORDINARY RESOLUTIONS

1. **THAT** the entry by the Company into the following documents drafts of which were circulated to the sole member of the Company with the resolutions be and hereby are approved:

1.1 a facility agreement between, amongst others, the Company as borrower and OakNorth Bank PLC as lender (the "Lender");

1.2 a debenture to be granted by the Company in favour of the Lender;

1.3 a shareholders' security agreement between, amongst others, the Company, N&P Limited and the Lender; and

1.4 a subordination agreement between, amongst others, the Company and the Lender.

(hereinafter the documents listed at 1.1 to 1.4 are collectively referred to as the "**Transaction Documents**" and individually a "**Transaction Document**").

2. **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company, to enter into the Transaction Documents (including without limitation giving the guarantees contained therein).
3. **THAT** the terms of, and the transactions contemplated by, the Transaction Documents are hereby approved, subject to such changes as any director or directors of the Company in his or their absolute discretion think fit, and that:
 - 3.1 any director of the Company, acting singly or jointly with other directors of the Company, be and is hereby instructed to take any action in connection with the negotiation, execution, delivery and performance of the Transaction Documents and any documents relating thereto as he shall deem necessary or appropriate;
 - 3.2 any director of the Company, acting singly or jointly with other directors of the Company, be authorised to do all things necessary in respect of the Transaction Documents, notwithstanding any restriction that might be placed on him under the provisions of the Company's memorandum and articles of association or other constitutional documents, including, without limitation, agreeing the form and terms of the Transaction Documents and any documents relating thereto and executing or ratifying the Transaction Documents and any documents relating thereto that are to be executed by the Company under hand on behalf of the Company or ratified by the Company in the form so agreed; and
 - 3.3 any director and the secretary of the Company or any one director of the Company signing in the presence of a witness who attests the signature be authorised to execute and deliver any unsigned Transaction Documents (either in the form supplied to the sole member of the Company or with such changes as any director of the Company may think fit) and any other documents relating thereto that are to be executed by the Company as a deed.

Please read the notes at the end of this document before signing it.

The undersigned, being all the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.


A stylized, handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

For and on behalf of **N&P Limited**