

Company No. 08595042

WEDNESDAY



OAKNORTH BANK LIMITED (the "Company")

Written Resolutions of the sole member of the Company

Circulation date: 27th March 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions of the sole member holding shares in the capital of the Company (the "Resolutions") are passed. These Resolutions are proposed as special resolutions.

SPECIAL RESOLUTIONS

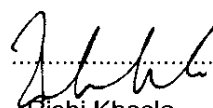
- 1 That the Company be re-registered as a public company under the Companies Act 2006 under the name of OakNorth Bank plc.
- 2 That the regulations contained in the printed document attached to these Resolutions be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company with effect from the issue by the Registrar of Companies of a certificate of incorporation stating that the Company is a public company.

AGREEMENT

Before signifying your agreement to the Resolutions, please read the notes at the end of this document.

The undersigned, a person entitled to vote on the Resolutions on 27th March 2018, hereby irrevocably agrees to those Resolutions above.

Signed on behalf of **ACORN OAKNORTH HOLDINGS LIMITED**
by:


Rishi Khosla
12th April 2018

Date:

NOTES:

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Any alterations to this document should be clearly legible and initialled.
- 5 Unless, by midnight on the day that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.