

COMPANY NUMBER 08632552

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTION

OF

ATOM BANK PLC

Passed on 21 SEPTEMBER 2016


At the annual general meeting of the above named Company duly convened and held on 21 September 2016, the following resolution was (inter alia) duly proposed and passed -

SPECIAL RESOLUTION

That -

- (i) the alterations to the articles of association of the Company, as set out in the draft amended articles of association produced to the meeting and initialled by a Director for the purposes of identification, be approved with effect from the conclusion of the general meeting, and
- (ii) the directors, pursuant to the authority conferred on them under article 3 1 7 of the articles of association of the Company, be empowered to allot, for cash, Ordinary Shares as (1) if articles 3 1 1 to 3 1 5 of the articles of association of the Company, and (2) section 561(1) of the Companies Act 2016 did not apply to any such allotment, provided that this power shall be limited to the allotment of Ordinary Shares -
 - (a) wholly for cash up to an aggregate nominal value of £1,200, and
 - (b) at an issue price of not less than £1 00 per share,

and shall expire on 31 March 2017 but the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the directors may allot Ordinary Shares pursuant to such offer or agreement notwithstanding that the power granted by this resolution has expired



Mark Mullen, Director

FRIDAY



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COMPANIES HOUSE