

Company No. 9092149

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OR

STARLING BANK LIMITED (Company)

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being eligible members (as defined by section 289 CA 2006) of the Company for this purpose representing the requisite majority of the total voting rights of all such eligible members, signify our agreement to and pass the following written resolution numbered 1 as a special resolution of the Company:

**SPECIAL RESOLUTION**

- 1 That, in accordance with the terms of: (i) the bonus issue letter agreement entered into on or around the date of this resolution between (1) the Company, (2) JTC Starling Holdings Limited ("JTC"), (3) Merian Chrysalis Investment Company Limited, Merian UK Smaller Companies Fund and Merian UK Mid Cap Fund (together, the "Merian Investors") and (4) certain persons listed in Schedule 1 thereto (the "Bonus Issue Side Letter"); and (ii) to the extent it is entered into in accordance with the subscription agreement dated on or around the date of this resolution, the further funding bonus issue letter agreement between (1) the Company, (2) JTC, (3) the Merian Investors and (4) certain persons listed in Schedule 1 thereto (the "Further Funding Bonus Issue Side Letter"):
  - (a) in the event of a proposed issue of shares to JTC, Merian Chrysalis Investment Company Limited and Merian UK Mid Cap Fund which is to be paid up by the capitalisation of available reserves of the Company in accordance with the Bonus Issue Side Letter and/or the Further Funding Bonus Issue Side Letter (a "Proposed Bonus Issue"), the directors are generally and unconditionally authorised to capitalise up to a maximum sum not exceeding £1,350.00 standing to the credit of the Company's share premium account at the time of a Proposed Bonus Issue and to apply such sum in paying up in full by way of bonus issue, C ordinary shares of £0.00001 each in the Company having the rights and restrictions set out in the Company's articles of association (the "Articles") to JTC, Merian Chrysalis Investment Company Limited and Merian Mid Cap Fund in accordance with the terms of the Bonus Issue Side Letter and/or Further Funding Bonus Issue Side Letter notwithstanding that such capitalisation will not be effected in the proportions contemplated by Articles 37.9 and 37.10 and this resolution shall be deemed to act as a waiver of the relevant provisions of the Articles in order to achieve a Proposed Bonus Issue; and
  - (b) with effect from the completion of a Proposed Bonus Issue or the issue of shares in cash at par value to JTC, Merian Chrysalis Investment Company Limited and Merian Mid Cap Fund as the case may be in accordance with the Bonus Issue Side Letter and/or the Further Funding Bonus Issue Side Letter (the "Proposed Par Value Issue"), the Subscription Price (as such term is defined in the Articles) shall, in



relation to the subscriptions for a single C Share by each of JTC, Merian Chrysalis Investment Company Limited and Merian Mid Cap Fund in accordance with a subscription agreement entered into on or around the date of this resolution (the "**C Share Subscriptions**") and any corresponding Proposed Bonus Issue or Proposed Par Value Issue (as the case may be), be calculated by dividing the amount paid by JTC or Merian Chrysalis Investment Limited and Merian Mid Cap Fund to the Company by the aggregate number of C Shares allotted to JTC or Merian Chrysalis Investment Company Limited and Merian Mid Cap Fund (as the case may be) in respect of the C Share Subscriptions and the corresponding Proposed Bonus Issue and/or Proposed Par Value Issue (as the case may be).

*[Signature page follows.]*

Signature: .....	Signature: ..... <i>A. Boden</i>
Name: <b>Jason Bates</b>	Name: <b>Anne Boden</b>
Date: 2020	Date: <i>5 February</i> 2020
Signature: .....	Signature: .....
Name: <b>Stuart Fyffe</b>	Name: <b>Denise Kingsmill</b>
Date: 2020	Date: 2020
Signature: .....	Signature: ..... <i>A. Boden</i>
Name: <b>James Nicholson</b>	Name: <b>Oliver Stocken</b>
Date: 2020	Date: <i>5 February</i> 2020
Signature: .....	Signature: .....
Name: _____ for and on behalf of <b>JTC Starling Holdings Limited</b>	Name: _____ for and on behalf of <b>MERIAN CHRYSALIS INVESTMENT COMPANY LIMITED</b> by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....
Name: _____ for and on behalf of <b>MERIAN UK SMALLER COMPANIES FUND</b> , a sub-fund of Merian Investment Funds Series I by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>	Name: _____ for and on behalf of <b>MERIAN UK MID CAP FUND</b> , a sub-fund of Merian Investment Funds Series I by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....

Signature: .....	Signature: .....
Name: <b>Jason Bates</b>	Name: <b>Anne Boden</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....
Name: <b>Stuart Fyffe</b>	Name: <b>Denise Kingsmill</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....
Name: <b>James Nicholson</b>	Name: <b>Oliver Stocken</b>
Date: 2020	Date: 2020
Signature: <i>MS. Linn</i> .....	Signature: .....
Name: <u>Marcus Traill</u> for and on behalf of <b>JTC Starling Holdings Limited</b>	Name: _____ for and on behalf of <b>MERIAN CHRYSALIS INVESTMENT COMPANY LIMITED</b> by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>
Date: <b>5 February 2020</b>	Date: 2020
Signature: .....	Signature: .....
Name: _____ for and on behalf of <b>MERIAN UK SMALLER COMPANIES FUND</b> , a sub-fund of Merian Investment Funds Series I by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>	Name: _____ for and on behalf of <b>MERIAN UK MID CAP FUND</b> , a sub-fund of Merian Investment Funds Series I by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....

Signature: .....	Signature: .....
Name: <b>Jason Bates</b>	Name: <b>Anne Boden</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....
Name: <b>Stuart Fyffe</b>	Name: <b>Denise Kingsmill</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....
Name: <b>James Nicholson</b>	Name: <b>Oliver Stocken</b>
Date: 2020	Date: 2020
Signature: .....	Signature: .....
Name: _____ for and on behalf of <b>JTC Starling Holdings Limited</b>	Name: <u>R. WATTS</u> for and on behalf of <b>MERIAN CHRYSALIS INVESTMENT COMPANY LIMITED</b> by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>
Date: 2020	Date: 05/02 2020
Signature: .....	Signature: <u>R. Watts</u>
Name: <u>R. WATTS</u> for and on behalf of <b>MERIAN UK SMALLER COMPANIES FUND</b> , a sub-fund of Merian Investment Funds Series I by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>	Name: <u>R. WATTS</u> for and on behalf of <b>MERIAN UK MID CAP FUND</b> , a sub-fund of Merian Investment Funds Series I by its Investment Manager <b>MERIAN GLOBAL INVESTORS (UK) LIMITED</b>
Date: 05/02 2020	Date: 05/02/1 2020
Signature: <u>R. Watts</u>	Signature: <u>R. Watts</u>

## EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to eligible members on 5 February 2020 (Circulation Date).
- 3 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document.
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - (c) please return the document to the Company:
    - (i) at its registered address marked "for the attention of the directors" or hand it to the company secretary or any director in person; or
    - (ii) by scanning this document, attaching it to an email and sending it either:
      - (A) to a director of the Company; or
      - (B) to the General Counsel and Company Secretary (email [matthew.newman@starlingbank.com](mailto:matthew.newman@starlingbank.com))
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.
- 7 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolution will lapse. The relevant threshold to pass an ordinary resolution is members holding over half the total votes in the Company. The relevant threshold to pass a special resolution is members holding over seventy-five per cent. of the total votes in the Company.
- 8 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.