

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**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:

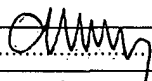
**SPECIAL RESOLUTION**

1. THAT, in connection with the proposed transfer by Qualifying Managers (as defined in the Manager Sale Rights Deed dated 5 August 2019 entered into, inter alios, by (1) the Company, (2) JTC Starling Holdings Limited (**JTC**), (3) Merian Chrysalis Investment Company Limited (**Merian Chrysalis**) and (4) Merian UK Mid Cap Fund (**Merian Mid Cap**)) of an aggregate total of (i) 2,246,813 ordinary shares to Merian Chrysalis; (ii) 3,092,570 ordinary shares to Merian Mid Cap; (iii) 216,177 ordinary shares to JTC; (iv) 377,778 A ordinary shares to Merian Chrysalis; (v) 519,981 A ordinary shares to Merian Mid Cap; and (vi) 2,094,772 A ordinary shares to JTC, each of £0.00001 in the capital of the Company (together, the **Manager Sale Shares**), immediately following the completion of the transfer of any such Manager Sale Shares to Merian Chrysalis, Merian Mid Cap or JTC, each of the Manager Sale Shares be re-designated as one C ordinary share of £0.00001 in the capital of the Company having the rights and subject to the restrictions attached to that class of shares set out in the Company's articles of association.

*[Signature page follows.]*



Signature: .....	Signature: ..... <i>A S Boden</i> .....
Name: <b>Jason Bates</b>	Name: <b>Anne Boden</b>
Date: 2020	Date: 04/03/2020
Signature: .....	Signature: .....
Name: <b>Stuart Fyffe</b>	Name: <b>Denise Kingsmill</b>
Date: 2020	Date: 2020
Signature: .....	Signature: ..... <i>A S Boden</i> .....
Name: <b>James Nicholson</b>	Name: <b>Oliver Stocken</b>
Date: 2020	Date: 04/03/2020
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: .....	Signature: .....
Name: <b>CRAIG MANNING</b> 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: 4 March 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: .....	Signature: .....
Name: _____ for and on behalf of <b>JTC Starling Holdings Limited</b>	Name: <u>Richard 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: 4 March 2020
Signature: .....	Signature: <u>R. J. Watts</u> .....
Name: <u>Richard 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>Richard 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: 4 March 2020	Date: 4 March 2020
Signature: <u>R. J. Watts</u> .....	Signature: <u>R. J. 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 04/03/ 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.