

Company number SC444462

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NPL GROUP (UK) LTD ("Company")

~~12 February~~ 2020 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions be passed as special resolutions ("Resolutions").

SPECIAL RESOLUTIONS

1 AUTHORITY TO ALLOT

That, pursuant to section 551 of the Companies Act 2006 ("Act"), the Directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £506,757 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 6 February 2021 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £506,757; and
- (b) expire on 6 February 2020 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry.

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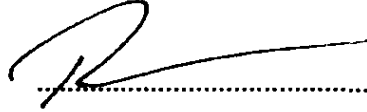
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

SIGNED BY ROBERT MCFARLANE

A handwritten signature in black ink, appearing to be 'R. McFarlane', written over a dotted line.

Dated 12 FEBRUARY 2020