

Company Number: 00388466

Private Company Limited by Shares

Written Resolution

of

Shawbrook Bank Limited (the "Company")

Proposed by the board of directors of the Company (the "Board") in accordance with Section 291 of the Companies Act 2006 (the "Act")

ORDINARY RESOLUTION

- 1 THAT the Board be and is hereby generally and unconditionally authorised to issue Ordinary Shares of nominal value £1 each in the capital of the Company up to a maximum aggregate number of 10,000,000 Ordinary Shares provided that such authority shall expire at the close of business on the date falling 28 days after the date of this resolution

By order of the Board



Director  
For and on behalf of Shawbrook Bank Limited

Dated 19 November 2012

**Information required to comply with Section 291(4) of the Act**

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the above written resolution.
- 2 The circulation date of the above written resolution is 19 November 2012 (the "Circulation Date")
- 3 The procedure for signifying agreement by an eligible member to a written resolution is as follows.
  - (A) A member signifies his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document.
    - (i) identifying the proposed written resolution to which it relates; and
    - (ii) indicating his agreement to the proposed written resolution
  - (B) The document must be sent to the Company in hard copy form or in electronic form
  - (C) A member's agreement to a written resolution, once signified, may not be revoked.
  - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 of the Act)

**Agreement by the sole eligible member to the written resolution**

Laidlaw Acquisitions Limited, being the sole eligible member of the Company

- 1 confirms that it has received a copy of the above proposed written resolution in accordance with section 291 of the Act, and
2. hereby resolves and agrees that the above resolution is passed as a written resolution pursuant to Section 288 of the Act and that such resolution shall take effect as an ordinary resolution



Director  
For and on behalf of Laidlaw Acquisitions Limited

Dated 19 November 2012

FRIDAY



LD2

"L1NAFV4R"  
07/12/2012  
COMPANIES HOUSE

#36