

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

ORDINARY
AND
SPECIAL RESOLUTIONS
OF
SECURE TRUST BANK PLC
PASSED 8 JULY 2014

At a General Meeting of Secure Trust Bank PLC, duly convened and held at Arbutnot House, 20 Ropemaker Street, London EC2Y 9AR on Tuesday 8 July 2014, the following Resolutions were duly proposed and passed. Resolution 1 as an Ordinary Resolution and Resolution 2 as a Special Resolution:

1. THAT, in addition to all existing unexercised authorities and powers, for the purposes of and in accordance with section 551 of the Companies Act 2006 (the "Act") the directors be and are hereby generally and unconditionally authorised in accordance with Article 6 of the Articles of Association of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £889,666 (being, together with £312,000 authorised at the Annual General Meeting of the Company held on 7 May 2014, the "Section 551 Amount" for the purposes of such Article 6), being 2,224,165 ordinary shares of 40 pence each, in connection with the Placing (as defined in the circular to shareholders issued by the Company dated 20 June 2014, containing the Notice of the General Meeting at which this Resolution is passed (the "Circular")) and in connection with the allotment of ordinary shares pursuant to the Option Scheme (as defined in the Circular), such authority to expire in the event of Admission (as defined in the Circular) not taking place on or before the Long Stop Date (as defined in the Circular) (unless previously revoked or varied by the Company in a general meeting) (the "prescribed period" for the purposes of such Article 6), 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 and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

2. THAT, in addition to all existing unexercised authorities and powers and subject to and conditionally upon the passing of resolution 1 above, the directors be and they are hereby empowered in accordance with section 570 of the Companies Act 2006 (the "Act") to allot or make offers or agreements to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to resolution 1 above as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £521,334 (being, together with £312,000 approved at the Annual General Meeting of the Company held on 7 May 2014, the "Section 561 Amount" for the purposes of Article 6), being 1,303,335 ordinary shares of 40 pence each, in connection with the Placing (as defined in the circular to shareholders issued by the Company dated 20 June 2014, containing the Notice of General Meeting at which this Resolution is passed (the "Circular")) and this authority shall expire in the event of Admission (as defined in the Circular), not taking place on or before the Long Stop Date (as defined in the Circular), 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 and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.



Chairman