

Company No: 00541132

SECURE TRUST BANK PLC

(the "Company")

Resolutions concerning special business passed at the Annual General Meeting

At the Annual General Meeting of the Company duly convened and held at Arbuthnot House, 7 Wilson Street, London EC2M 2SN on Wednesday 3 May 2017, the Resolutions set out below were passed.

Resolutions 9 to 14 were passed as ordinary resolutions and Resolutions 15 to 19 were passed as special resolutions.

This information is being provided in accordance with LR 9.6.2.

ORDINARY RESOLUTIONS

Resolution 9: Directors' authority to allot shares

THAT for the purposes of section 551 of the Companies Act 2006 (the 'Act') the Directors are generally and unconditionally authorised in accordance with Article 6 of the Articles of Association of the Company:

- (a) to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ('relevant securities') up to an aggregate nominal amount of £2,463,363 (being the 'Section 551 Amount' for the purposes of such Article); and
- (b) to allot relevant securities comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £4,926,727 (this amount to be reduced by the aggregate nominal amount of any relevant securities issued under paragraph (a) of this resolution) in connection with an offer by way of a rights issue
 - (1) to ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - (2) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal or practical problems in or arising under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter, such authority to expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date this resolution is passed and the conclusion of the Annual General Meeting of the

Company to be held in 2018 (being the 'prescribed period' for the purposes of such Article) upon the terms set out in the said Article.

Resolution 10: Directors' Remuneration Report

To receive and approve the Directors' Remuneration Report for the year ended 31 December 2016 (other than the part containing the Directors' Remuneration Policy).

Resolution 11: Directors' Remuneration Policy

To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016.

Resolution 12: 2017 Long Term Incentive Scheme

THAT:

- (a) the rules of the Secure Trust Bank 2017 Long-Term Incentive Plan, in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification (the "LTIP") the principal terms of which are summarised in Appendix 2 to the circular containing the Notice of 2017 Annual General Meeting, be and they are hereby approved and the Directors be and they are hereby authorised to adopt the LTIP and to do all acts and things that they consider necessary or expedient to give effect to the LTIP; and
- (b) the Directors be and are hereby authorised to adopt further schemes based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the LTIP.

Resolution 13: 2017 Deferred Bonus Plan

THAT:

- (a) The rules of the Secure Trust Bank 2017 Deferred Bonus Plan, in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification (the 'DBP') the principal terms of which are summarised in Appendix 2 to the circular containing the Notice of 2017 Annual General Meeting, be and they are hereby approved and the Directors be and they are hereby authorised to adopt the DBP and to do all acts and things that they consider necessary or expedient to give effect to the DBP; and
- (b) the Directors be and are hereby authorised to adopt further schemes based on the DBP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the DBP

Resolution 14: 2017 Sharesave Plan

THAT:

- (a) the rules of the Secure Trust Bank 2017 Sharesave Plan, in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification (the 'Sharesave') the principal terms of which are summarised in Appendix 2 to the circular containing the Notice of 2017 Annual General Meeting, be and they are hereby approved and the Directors be and they are hereby authorised to adopt the Sharesave and to do all acts and things that they consider necessary or expedient to give effect to the Sharesave; and
- (b) the Directors be and are hereby authorised to adopt further schemes based on the Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the Sharesave.

SPECIAL RESOLUTIONS

Resolution 15: Disapplication of pre-emption rights (1)

THAT subject to and conditionally upon the passing of resolution 9 at the Annual General Meeting of the Company held on 3 May 2017 or any adjournment thereof, the Directors are given the power pursuant to section 570 of the Companies Act 2006 (the 'Act') and in accordance with Article 6 of the Articles of Association of the Company to allot equity securities (as defined in section 560(1) of the Act) for cash and to sell equity securities for cash if, immediately before such sale, such shares are held by the Company as treasury shares (within the meaning of section 724(5) of the Act), in each case as if section 561(1) of the Act did not apply to such allotment or sale during the prescribed period referred to in resolution 9 (1) in connection with a pre-emptive issue (as defined in that Article) and (2) otherwise than in connection with a pre-emptive issue up to an aggregate nominal amount of £369,504 (being the 'Section 561 Amount' for the purposes of that Article), upon the terms set out in that Article.

Resolution 16: Disapplication of pre-emption rights (2)

THAT subject to and conditionally upon the passing of resolution 9 at the Annual General Meeting of the Company held on 3 May 2017 or any adjournment thereof, the Directors are given the power in addition to any authority granted under resolution 15 to allot equity securities (as defined in the Act) for cash under the authority given by resolution 9 and/or to sell equity securities for cash if, immediately before such sale, such shares are held by the Company as treasury shares (within the meaning of section 724(5) of the Act), in each case as if section 561(1) of the Act did not apply to such allotment or sale during the prescribed period referred to in resolution 9, provided such powers shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £369,504; and

- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before 7 April 2017

but before its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 17: Authority to purchase shares

THAT the Company is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of 40p each in the capital of the Company ('ordinary shares') provided that:

- (a) the maximum number of ordinary shares authorised to be purchased shall be 1,847,523 (being approximately 10% of the issued share capital of the Company as at 6 April 2017);
- (b) the minimum price which may be paid for an ordinary share shall be 40p;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (1) an amount equal to 5 per cent above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased and (2) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
- (d) this authority shall expire on the earlier of 15 months from the date this resolution is passed and the conclusion of the Annual General Meeting of the Company to be held in 2018 unless such authority is renewed prior to such time; and
- (e) the Company may enter into contracts to purchase ordinary shares under this authority prior to the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to any such contracts.

Resolution 18: Articles of Association

THAT the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Resolution 19: General Meeting notice period

THAT the Directors are authorised to call a general meeting of the Company, other than an Annual General Meeting, on not less than 14 clear days' notice.