

Company No: 02336032

THE COMPANIES ACT 2006

Public Company Limited by Shares

RESOLUTIONS

of

PARAGON BANKING GROUP PLC

(Passed on 1 March 2023)

AT AN ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at the offices of UBS AG London Branch at 5 Broadgate, London, EC2M 2QS on Wednesday 1 March 2023 at 9.00am the following resolutions were passed:

Ordinary Resolutions

16. THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act'), the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are hereby authorised to:
 - (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - (c) incur political expenditure not exceeding £50,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000, during the period beginning with the date of the passing of this resolution and ending at the conclusion of the AGM to be held in 2024 or on 31 May 2024, whichever is sooner. For the purpose of this resolution, the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the 2006 Act in total.
17. THAT the rules of the Paragon Performance Share Plan 2023 (the "PSP"), a summary of the key terms of which is set out in Appendix 1 to this Notice, be approved and to authorise the Directors of the Company to do all acts necessary to put this resolution into effect.
18. THAT the rules of the Paragon Deferred Share Bonus Plan 2023 (the "DSBP"), a summary of the key terms of which is set out in Appendix 2 to this Notice, be approved and to authorise the Directors of the Company to do all acts necessary to put this resolution into effect.

19. THAT the board of directors of the Company (the 'Board') be and is hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £77,000,000 PROVIDED THAT this authority shall expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 31 May 2024) but in each case, prior to its expiry, the Company may make offers, or enter into agreements, which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

Special Resolutions

20. THAT, subject to the passing of Resolution 19, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:
- (a) to the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders and in favour of all holders of any other class of equity security in accordance with the rights attached to such class where the equity securities respectively attributable to the interests of all such persons on a fixed record date are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or any stock exchange in any territory or any other matter whatsoever); and;
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £11,500,000; and
 - (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20 percent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 31 May 2024 but, in each case, prior to 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

21. THAT if subject to the passing of Resolution 19, the Board be authorised in addition to any authority granted under Resolution 20 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £11,500,000, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
 - (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20 percent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 31 May 2024) but, in each case, prior to 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
22. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of £1 each in the share capital of the Company ('Ordinary Shares') PROVIDED THAT:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 23,000,000;
 - (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10p;
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of: (i) an amount equal to 105 percent of the average of the middle market price shown in the quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out;
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of the conclusion of the next AGM of the Company (or, if earlier, at the close of business on 31 May 2024); and

- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts as if the authority had not expired.
23. THAT, in addition to the authority granted under resolution 19 (if passed), the Board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £35,000,000 in relation to the issue by the Company or any subsidiary or subsidiary undertaking of the Company of any Additional Tier 1 Securities that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the directors consider that the issue of such Additional Tier 1 Securities would be desirable, including for the purpose of complying with, or maintaining compliance with, the regulatory requirements or targets applicable to the Company and its subsidiaries and subsidiary undertakings from time to time PROVIDED THAT this authority shall expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 31 May 2024) but in each case, prior to its expiry the Company may make offers, and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Board may allot shares or grant rights to subscribe for or convert securities into shares under such an offer or agreement as if the authority had not expired.
24. THAT, subject to the passing of resolution 23 and in addition to the power granted pursuant to resolution 21 (if passed), the Board be authorised to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given in resolution 23 up to an aggregate nominal amount of £35,000,000 in relation to the issue of Additional Tier 1 Securities as if section 561 of the 2006 Act did not apply to any such allotment, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 31 May 2024) but, in each case, prior to its expiry the Company may make offers, or enter into agreements which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.
25. THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.
26. THAT, subject to the confirmation of the Court, the capital redemption reserve of the Company be cancelled.