

**THE COMPANIES ACT 2006**  
**A PUBLIC COMPANY LIMITED BY SHARES**  
**COMPANY NO. 08568957**  
**ORDINARY AND SPECIAL RESOLUTIONS**  
**of Just Group plc**  
**("the Company")**  
**Passed on 16 January 2019**

At a General Meeting of the above-named Company duly convened and held at Andaz Hotel, 40 Liverpool Street, London EC2M 7QN on 16 January 2019 at 10:00, the following resolutions were duly passed as ordinary and special resolutions:

**Ordinary Resolution**

**Resolution 1: Allotment Resolution:** an ordinary resolution seeking the approval of Shareholders to provide the Directors with the necessary authority and power to allot sufficient new Ordinary Shares up to an aggregate nominal amount equal to £42,253,521.10 (being approximately 44.9 per cent. of the nominal value of the existing share capital) in connection with any issue(s) of Restricted Tier 1 Bonds; and

**Special Resolution**

**Resolution 2: Disapplication Resolution:** a special resolution seeking the approval of Shareholders to confer on the Directors the power to allot and issue new Ordinary Shares in connection with any issue(s) of Restricted Tier 1 Bonds up to an aggregate nominal amount equal to £42,253,521.10 (being approximately 44.90 per cent. of the nominal value of the existing share capital) without first offering them to existing Shareholders in proportion to their existing shareholdings.

By Order of the Board:

**Simon O'Hara**  
**Group Company Secretary**  
16 January 2019

Registered Office:  
Vale House  
Roebuck Close  
Bancroft Road  
Reigate  
Surrey RH2 7RU

Registered in England and Wales number 08568957