

Company No. 07075792

RESOLUTIONS

-of-

RETAIL MONEY MARKET LTD

(the "Company")

In accordance with Part 13 Chapter 2 of the Companies Act 2006, the following resolutions were passed as written resolutions on 26 August 2020.

SPECIAL RESOLUTIONS

THAT conditional on this special resolution being passed on or before 27 August 2020:

- 1 the Company's share capital shall be reduced by £14,414,743.14 by cancelling and extinguishing all of the C Shares in the capital of the Company and the amount so reduced (without it first being taken to a reserve) being repaid to holders of C Shares in the Company by way of a return of cash and non-cash assets and that repayment obligation being satisfied by the transfer and assignment to the holders of C Shares in the Company (in proportion to the number of their C Shares cancelled) of:
 - 1.1 beneficial ownership of the 18,000,000 ordinary shares in the capital of Plenti Group Limited (formerly RateSetter Australia Pty Ltd) held by the Company (the "**RS Australia Shares**"), whose book value by reference to the Company's financial statements as at 30 June 2020 was £13,669,982.88, rounding all fractions less than .5 down to the nearest whole number and all fractions equal to or greater than .5 up to the nearest whole number, such that no C Shares shall be entitled to receive a fractional part of any beneficial interest in an RS Australia Share or to payment in lieu thereof; and
 - 1.2 an interest in the proceeds of the part repayment of the loan made by the Company to Estera Trust (Jersey) Limited pursuant to a loan agreement dated 19 December 2012 (as amended) (the "**EBT Loan**") of up to £744,760.27.

DocuSigned by:
Rhydian Lewis
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Director

