

Company No: 00146575

MONDAY



A82Z6181
08/04/2019 #191
COMPANIES HOUSE

**Experian Finance plc
(the "Company")**

Written Record of decision by the sole member of the Company

Written record under section 357 of the Companies Act 2006 (the "Act") of a decision (which may be taken by the Company in general meeting) taken by the sole member of the Company on 7 March 2018.

Ordinary Resolution

1. The following resolution, having effect as an ordinary resolution, was approved on the above date by the undersigned sole member of the Company:

THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers 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 £1,000,000,000, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the end of the next Annual General Meeting or on 6 March 2023, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

Special Resolution

2. The following resolution, having effect as a special resolution, was approved on the above date by the undersigned sole member of Company:

THAT, subject to the passing of Resolution 1 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 1 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006, in each case:

- (i) in connection with a pre-emptive offer; and
- (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,000,000,000;

as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment;

such power authority to expire at the end of the next Annual General Meeting of the Company or at the close of business on 6 March 2023, whichever is the earlier, but so that the Company may, before such expiry, 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 given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

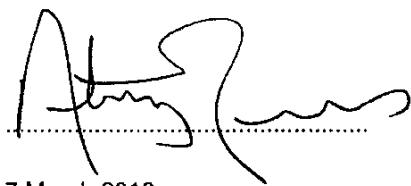
- (a) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date

fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

- (b) references to an allotment of equity securities shall include a sale of treasury shares; and
- (c) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Signed on behalf of
Experian (UK) Finance Limited

Date:



7 March 2018