

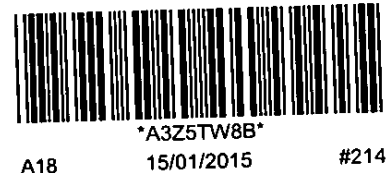
Company No: 02405490

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY WRITTEN RESOLUTIONS**

**of**  
**MORTGAGE EXPRESS**  
**("Company")**  
**PASSED ON 18 DECEMBER 2014**

THURSDAY

COMPANIES HOUSE



In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 18 December 2014 as special resolutions, and the sole member of the Company consented (for the purposes of the Company's articles of association and otherwise) to all variations in the rights attaching to the shares held by it as a result of the passing of such resolutions

**SPECIAL RESOLUTIONS**

- 1 **THAT** the 245,000 Irredeemable preference shares of £0.01 each and the 180,000 B Irredeemable preference shares of £0.01 each in the capital of the Company be consolidated so as to become 2,450 Irredeemable preference shares of £1 each and 1,800 B Irredeemable preference shares of £1 each respectively
- 2 **THAT** each of the resulting Irredeemable preference shares of £1 each and the B Irredeemable preference shares of £1 each in the capital of the Company be re-designated as Ordinary shares of £1 each in the capital of the Company, such Ordinary shares having the rights set out in the articles of association of the Company (as amended pursuant to these resolutions)
- 3 **THAT** the articles of association of the Company be amended by
  - 3.1 the deletion of the current article 3 (including articles 3A to and including 3R), and
  - 3.2 inserting the following as a new article 3  

"3 The authorised share capital of the Company at the date of the adoption of this article is in aggregate £100,004,250 divided into 100,004,250 shares of £1 each ",

as per the articles of association appended to these resolutions

Director