

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
NEW ARTICLES OF ASSOCIATION
Of
INSTANT CASH LOANS LIMITED

(as amended by special resolution dated 24 March 2014)

PRELIMINARY

- 1 In these articles the following words and expressions have the following meaning

Parent Company	a company which is the registered hold of not less than 90% of the issued shares,
Table A	Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and the Companies Act 1985 (Electronic Communications) order 2000 (SI 2000 No 3373)

A reference in these articles to a "regulation" is a reference to the regulation of that number in Table A

- 2 The regulations contained in Table A, apart from regulations 8-22, 24-28, 64-69, 73-80, 86, 89 and 94 apply to the company except insofar as they are inconsistent with these articles

Share Capital

- 3 The share capital at the date of the adoption of these articles is £300,000 divided into 300,000 ordinary shares of £1 each

Transfer of shares

- 4 The directors shall register a transfer of shares which is presented for registration duly stamped

General meetings

FRIDAY



5 Regulation 37 is amended by replacing "a date not later than eight weeks after receipt of the requisition" with the words " a date not later than twenty-eight days after receipt of the requisition"

6

6 1 The first sentence of regulation 38 is amended by deleting "or a resolution appointing a person as a director"

6 2 Notices of meetings need not be given to the directors as such and regulation 38 is modified accordingly

7 If and so long as there is a Parent Company, its representative shall be the only person to constitute a quorum at general meetings Regulation 40 is modified accordingly

8

8 1 If and so long as there is only one member of the company, a decision taken by the member, which may be taken in general meeting, is as effective as if agreed by the company in general meeting

8 2 A decision taken by a sole member under Article 8 1 (unless taken by way of a written resolution) shall be recorded in writing and a copy shall be provided to the company

Votes of members

9

9 1 The notice appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may

9 1 1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting, or

9 1 2 (notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting)

9 1 2 1 in the case of an instrument in writing be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting, or

9 1 2 2 in the case of an electronic communication be received not less than 24 hours before the commencement of the meeting or adjourned meeting

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

9 2 Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment or it

9 3 For the avoidance of doubt, any reference to "writing" in this Article excludes the writing on a visual display unit, faxes, telexes or e-mail

Number of Directors

10 The minimum number of directors is one and, unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum. A sole director may exercise all the powers and discretions given to the directors by these articles

Alternate directors

11 A director shall not be entitled to appoint an alternate director to represent him at meetings of the directors or of committees

Accordingly

11 1 regulation 88 is amended by deleting the last sentence, and

11 2 regulation 93 is amended by deleting from and including the words "but a resolution signed by an alternate director" to the end of the regulation

Appointment and retirement of directors

12 The directors are not subject to retirement by rotation. The last sentence of regulation 84 is accordingly deleted

13 Any person who is willing to act may be appointed as a director, either to fill a casual vacancy or as an additional director, by the Parent Company (if there is one) giving notice to the company of the appointment or (if there is no Parent Company) by a resolution of the directors

14 A director is not required to hold qualification shares

Disqualification and removal of directors

15 Regulation 81 is amended

15 1 by replacing "notice to the company" in paragraph (d) with "by notice delivered to the office or tendered at a meeting of the directors", and

15 2 by adding at the end the following paragraph

“(f) he is served a written notice, signed on behalf of the Parent Company (if there is one) or, if there is no Parent Company, signed by or on behalf of the holder of shares conferring a majority of the voting rights conferred by all the shares, requiring him to resign ”

- 16 A person is not disqualified from being a director by having attained any particular age

Directors' appointments and interests

- 17 Regulation 84 is amended by replacing “the directors may appoint” with “the directors may, with the approval of the Parent Company (if there is one), appoint”
- 18 Regulation 85 is amended by replacing “providing that he has disclosed to the directors the nature and extend of any material interest of his ”with “provided that he has obtained the approval of the Parent Company (if there is one)”

Directors' gratuities and pensions

- 19 Regulation 87 is amended by replacing “The directors may provide benefits” with “The directors may, with the approval of the Parent Company (if there is one), provide benefits”

Proceedings of directors

- 20 1 The quorum for the transaction of the business of the directors shall be two directors Where there is only one director, he may exercise all the powers conferred on directors by these Articles ¹
- 20 2 All directors, whether or not absent from the United Kingdom, shall be given reasonable notice of meetings of the directors Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent to in writing to him to the Company for this purpose or by any other means authorised in writing by the director concerned A director may waive notice of any meeting either retrospectively or prospectively
- 21 A director may participate in a meeting of the directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other Participation in a meeting in this manner is treated as presence in person at the meeting
- 22 Regulation 91 is amended by replacing “The directors may appoint one of their numbers to be the chairman of the board of directors” with “The Parent Company (if there is one) may appoint and remove the chairman of the board of directors by notice to the company If and so long as the position of chairman is vacant, the directors may appoint one of their numbers to be the chairman”
- 23 A director may vote at a meeting of the directors or of a committee on a resolution which concerns or relates to a matter in which he has, directly or indirectly, an interest but he

¹ Old Article 20 1 deleted and replaced by Article 20 1 pursuant to a Special Resolution dated 24 March 2014

remains obliged in any event to declare his interest in accordance with section 317 of the Act

Minutes

- 24 Regulation 100 is amended by replacing paragraphs (a) and (b) with "of all proceedings of general meetings and meetings of the directors"

Dividends

- 25 Regulation 103 is amended by replacing "Subject to the provisions of the Act, the directors may pay interim dividends" with "Subject to the provisions of the Act and with the approvals of the Parent Company (if there is one), the directors may pay interim dividends"

Accounts

- 26 Regulation 109 is amended by replacing "No member shall (as such) have any right of inspecting any accounting records" with "No member, other than Parent Company (if there is one), shall (as such) have any right of inspecting any accounting records"

Indemnity

- 27 Regulation 118 is amended
- 27 1 by adding after "shall be indemnified out of the assets of the company" the words "against losses and liabilities which he incurs otherwise than as a result of his own negligence or default, in connection with the performance of his duties as such and",
- 27 2 by adding after "in which judgement is given in his favour" the words "or where the proceedings are withdrawn or settled on terms which do not include a finding or admission of a material breach of duty by him", and
- 27 3 by adding at the end of the following sentence
- "Subject to the provisions of the Act and with the approval of the Parent Company (if there is one), the directors may purchase and maintain at the expense of the company for the benefit of the directors or other officers or the auditors against liability which attaches to them or loss or expenditure which they incur in relation to anything done or omitted or alleged to have been done or omitted as directors, officers or auditors"