

Company Number: 04000544

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN SPECIAL RESOLUTION**  
**OF**  
**Payday Express Limited (the Company)**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being or representing the sole member of the Company for the time being entitled to receive notice of and vote at general meetings of the Company, hereby resolve to pass the following resolutions as special resolution:

1. That the entering into by the Company of:
  - (a) a deed to amend and restate a guarantee and debenture dated 30 October 2006 between Dollar Financial UK Limited (and other parties named therein), Wells Fargo Bank, National Association (as Security Trustee) and Wells Fargo Bank, National Association (as Administrative Agent) (the Amendment Deed to the Guarantee and Debenture);
  - (b) a guarantee and debenture between Dollar Financial U.K. Limited (and other parties named therein), the Company, Wells Fargo Bank, National Association (as Security Trustee), and Wells Fargo Bank, National Association (as Administrative Agent) (the New Guarantee and Debenture);
  - (c) a deed to amend and restate a security trust deed dated 30 October 2006 between Instant Cash Loans Limited (and the other parties named therein), the Company and Wells Fargo Bank, National Association (as Security Trustee and as Administrative Agent) (the Amendment Deed to the Security Trust Deed),
  - (d) an intercompany note between Dollar Financial Corp. and the other Group Members named therein including the Company (the Intercompany Note); and
  - (e) an allonge, intended to be attached to the Intercompany Note, between the Dollar Financial U.K. Limited, Instant Cash Loans Limited, the Company and Express Finance (Bromley) Limited (the Allonge),

(the Amendment Deed to the Guarantee and Debenture, the New Guarantee and Debenture, the Amendment Deed to the Security Trust Deed, the Intercompany Note and the Allonge together the Documents), be and is hereby approved.
2. That the entering into, execution and delivery of, and performance of its obligations under the Documents and the terms of and transactions contemplated by the Documents are in the best interests and for the corporate benefit of the Company.
3. That the directors provide for the execution on behalf of the Company of the Documents together with all such understandings, statements, certificates, notices, acknowledgements and other



documents as may be required in connection with the Documents and the transactions contemplated thereby.

4. That the Company's Articles of Association (the Articles) are amended by:

(a) inserting a new Article 5.1 as follows:

"5.1 A meeting of the directors shall, subject to notice thereof having been given in accordance with these articles, for all purposes be deemed to be held when a director is or directors are in communication by telephone or television (or any other form of audio-visual linking) with another director or directors and all of the directors in communication agree to treat the meeting as so held, if the number of directors in communication constitutes a quorum of the board in accordance with these articles. A resolution passed by the directors at such meeting as specified in this article 5.1 shall be as valid as it would have been if passed at an actual meeting duly convened and held."

- 5 That these resolutions shall have effect notwithstanding any provision of the Articles.

## AGREEMENT

**PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE RESOLUTIONS.**

The undersigned, a person entitled to vote on the above resolution, hereby irrevocably agrees to the Resolutions:



Date of signature 01/03/, 2011

For and on behalf of Instant Cash Loans Limited

## NOTES

1. If you agree with the Resolution(s), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to Castlebridge Office Village, Kirtley Drive, Castle Marina, Nottingham NG7 1LD marked "For the attention of Nermima Webster "
  - **By Post:** returning the signed copy by post to Nermima Webster (Company Secretary), Payday Express Limited, Castlebridge Office Village, Kirtley Drive, Castle Marina, Nottingham NG7 1LD.
  - **Fax:** faxing the signed copy to +44 (0)115 9347444 marked "For the attention of Nermima Webster".
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Nermima.Webster@dfguk.com](mailto:Nermima.Webster@dfguk.com).

If you do not agree to the Resolution(s), you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Unless, by the date that is 28 days from the date of circulation of this Resolution(s) or such period as is specified in the Company's Articles of Association, sufficient agreement has been received for the Resolution(s) to pass, it will lapse. If you agree to the Resolution(s), please ensure that your agreement reaches us before or during this date.