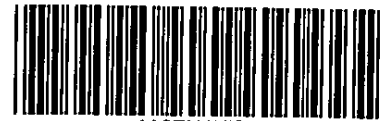


Company number
04001915

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

TUESDAY



A10 *A2FN4NIB* 27/08/2013 #129
COMPANIES HOUSE

WRITTEN RESOLUTIONS OF THE SHAREHOLDER OF
TRAVELEX LIMITED

(the "Company")

Circulation Date: 16 July, 2013

Unless otherwise defined herein, capitalised words shall have the meaning given to them in the Preliminary Offering Memorandum (as defined below)

Reference is made to

- the preliminary offering memorandum in respect of fixed rate and/or floating rate senior secured notes due 2018 (the 'Preliminary Offering Memorandum'),
- the Purchase Agreement,
- the Senior Secured Notes Indenture and the form of Senior Secured Notes (to be based on the terms set forth in the Description of the Senior Secured Notes in the Preliminary Offering Memorandum),
- the Revolving Credit Facility Agreement,
- the debenture to be entered into by, amongst others, the Company in favour of the Security Agent,
- the Dutch law governed share charge in respect of the shares held by the Company in GWK Travelex N V to be entered into by the Company in favour of the Security Agent,
- the Japanese law governed share charge in respect of the shares held by the Company in Travelex Japan KK to be entered into by the Company in favour of the Security Agent,
- the Intercreditor Agreement, and
- the ancillary documents,

together the "Documents", copies of which have been received by the undersigned

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declares that the following resolutions shall have effect as if passed by the Company in general meeting duly convened and held

- 1 That the Documents and any and all other documents or agreements which in the discretion of the Company are or may be necessary or expedient in connection with the entry into the Documents are hereby approved
- 2 That the terms of the transactions contemplated by and the execution, delivery and performance or adoption by the Company (as applicable) of the Documents and of any related documentation are hereby approved
- 3 That having considered the terms of the Documents, it was concluded that the entry into the Documents by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially set out in the Documents is to the commercial benefit and advantage of the Company
- 4 That a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and no authorisation by the board of directors of the Company shall be required in respect of any such interest

For the purposes of this resolution, "**Relevant Company**" shall mean

- (a) the Company,
- (b) any subsidiary undertaking of the Company,
- (c) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking,
- (d) any body corporate promoted by the Company, or
- (e) any body corporate in which the Company is otherwise directly or indirectly interested,

and "**subsidiary undertaking**" and "**parent undertaking**" shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006

SPECIAL RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declares that the following special resolution shall have effect as if passed by the Company in a general meeting duly convened and held

- 1 The Company's articles of association shall be amended by the insertion of a new article 21

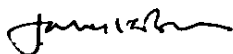
"Notwithstanding anything else in these articles, a call shall not apply in respect of any share that has been charged or mortgaged as security in favour of any bank or financial institution (in each case, whether as facility agent, security trustee or otherwise) "

[Intentionally left blank]

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions

The undersigned being the eligible member of the Company entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions indicated above



Travelex Group Limited

Date 16 July, 2013

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
- 2 If you do not agree to all of the resolutions you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 3 Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
- 4 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.