

Company Number 287534

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

FIRST RATE EXCHANGE SERVICES HOLDINGS LIMITED (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

That the Company's Articles of Association be amended as follows:

1. in Article 1, the definition of "Act" shall be amended by adding the following words at the end of the sentence: "and any provisions of the Companies Act 2006 for the time being in force."
2. in Article 7.4.2, "; or" shall replace the full-stop at the end of the paragraph and a new Article 7.4.3 shall be inserted after as follows: "in exercising his independent judgment, taking into account the interests of any of the holder(s) of the "A" Shares as well as the interests of the Company".
3. in Article 7.5.2, "; or" shall replace the full-stop at the end of the paragraph and a new Article 7.5.3 shall be inserted after as follows: "in exercising his independent judgment, taking into account the interests of any of the holder(s) of the "B" Shares as well as the interests of the Company".
4. a new heading after Article 8.2 shall be inserted as follows "**CONFLICTS OF INTEREST
REQUIRING DIRECTORS' AUTHORISATION**" and a new Article 8A shall be inserted after as follows:
 - (A) The Directors may, subject to the quorum and voting requirements set out in this article, authorise any matter which would otherwise involve a Director breaching his duty under the Act to avoid conflicts of interest (a "Conflict").
 - (B) A Director seeking authorisation in respect of a Conflict shall declare to the Directors the nature and extent of his interest in that Conflict as soon as is reasonably practicable. The Director shall provide the Directors with such details of the relevant matter as are necessary for the Directors to decide how to address the Conflict together with such additional information as may be requested by the Directors.
 - (C) Any Director (including the relevant Director) may propose that the relevant Director be authorised in relation to any matter the subject of a Conflict. Such

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proposal and any authority given by the Directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the Directors under the provisions of these articles save that:

- (i) the relevant Director and any other Director with a similar interest shall not count towards the quorum nor vote on any resolution giving such authority; and
- (ii) the relevant Director and any other Director with a similar interest may, if the other members of the Directors so decide, be excluded from any Directors meeting while the Conflict is under consideration.

(D) Where the Directors gives authority in relation to a Conflict:

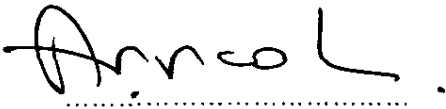
- (i) the Directors may (whether at the time of giving the authority or subsequently) (a) require that the relevant Director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the Directors or otherwise) related to the Conflict; and (b) impose upon the relevant Director such other terms for the purpose of dealing with the Conflict as it may determine;
- (ii) the relevant Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict;
- (iii) the Directors may provide that where the relevant Director obtains (otherwise than through his position as a Director of the Company) information that is confidential to a third party, the Director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
- (iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- (v) the Directors may revoke or vary such authority at any time but this will not affect anything done by the relevant Director prior to such revocation in accordance with the terms of such authority.

(E) A Director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company for any remuneration, profit or other benefit realised by reason of his having any type of interest authorised under Article 8A(A) and no contract shall be liable to be avoided on the grounds of a Director having any type of interest authorised under Article 8A (A).

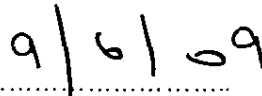
(F) References in this article to (i) a contract include references to any proposed contract and to any transaction or arrangement or proposed transaction or

arrangement whether or not constituting a contract; and (ii) a conflict of interest include a conflict of interest and duty and a conflict of duties.

By order of the Directors:

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~~Director~~/Secretary

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Date