

Company No. 04350565

**Resolution**

of

**Ultimate Finance Group plc (the "Company")**

(passed on 20 August 2013)

Passed at a meeting of the Company convened by the Court and held at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB on 20 August 2013 at 10 30 a m

**THAT** the scheme of arrangement dated 30 July 2013 (the "**Scheme**") pursuant to Part 26 of the Companies Act 2006 (with or without modification), proposed to be made between Ultimate Finance Group plc and the holders of the Scheme Shares (as defined in the Scheme), a print of which has been produced to the meeting and (for the purposes of identification only) signed by the Chairman, be and is hereby approved



Chairman

