

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

WEDNESDAY



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29/06/2016

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COMPANIES HOUSE

RESOLUTIONS

-of-

THINKSMART FINANCE GROUP PLC

(THE "COMPANY")

In accordance with Part 13 Ch 2 Companies Act 2006, the following special resolutions were passed at a general meeting of the company held at 7th Floor, Oakland House, Talbot Road, Old Trafford, Manchester, M16 0PQ on 28th June 2016 at 2pm

SPECIAL RESOLUTIONS

- 1 That the Company be re-registered as a private limited company pursuant to s 97 of the Companies Act 2006 (the "Act")
- 2 Subject to the passing of resolution 1, that the name of the Company be changed to "ThinkSmart Europe Limited"
- 3 Subject to the passing of resolution 1, that the articles of association annexed hereto (the "New Articles") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, with effect from the re-registration of the Company as a private limited company under the Act

ORDINARY RESOLUTION

- 4 Subject to the passing of resolution 3 and to the provisions of the New Articles, that with immediate effect, authorisation of any matter which would otherwise infringe the duty of a director of the Company to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company may be given by the directors in accordance with s 175(5)(a) of the Act

Director