

CERTIFIED TRUE COPY

*C. M. W.*

Company Secretary

Mortgage Next Network Limited (the 'Company')

Company number 04705100



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COMPANIES HOUSE

### Written Resolutions of the sole Member of the Company

Circulation date. 23<sup>rd</sup> July 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed (the 'Resolutions')

#### Resolutions

We, being the sole member of the Company entitled to attend and vote at the general meetings of the Company, convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

#### 1. Ordinary Resolution

That the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £300,000 (in the form of 300,000 ordinary share of £1 each), provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2013 save that this authority shall allow the Company before the expiry of this power to make offers or agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired

#### 2. Special Resolution

That subject to the passing of the above Resolution 1, the Directors be and are hereby empowered, pursuant to section 570 of the Companies Act 2006 (the '2006 Act') to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by the foregoing Resolution 1 as if the section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall expire at the conclusion of the next general meeting of the Company to be held in 2013 save that this authority shall allow the Company before the expiry of this power to make or agreements which would or might require equity securities to be allotted after such expiry and the Director may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired

## Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being entitled to vote on the Resolutions on 23<sup>rd</sup> July 2012, hereby irrevocably agrees to the Resolutions

Signed by Mortgage Next Limited

  
John Clarke Director

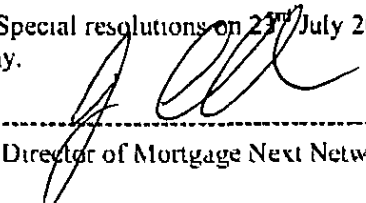
Date

23<sup>rd</sup> July 2012

## Notes

1. If you agree with the Resolutions, 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
  - a) **By Hand:** delivery the signed copy to Shirley Law
  - b) **Post:** returning the signed copy by post to Shirley Law, Countrywide plc, 17 Duke Street, Chelmsford, Essex CM1 1HP
  - c) **Fax:** faxing the signed copy to (+44) 01245 294028 marked 'for the attention of Shirley Law'
  - d) **E-mail:** by attaching a scanned copy of the signed document to an email and sending it to [shirley.law@countrywide.co.uk](mailto:shirley.law@countrywide.co.uk). Please enter 'written resolutions of Mortgage Next Network' in the e-mail subject box
2. If you have received the Resolutions, by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolutions. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolutions
3. If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
5. Unless, by midnight on 20 August 2012, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches Shirley Law before this time
6. In the case of joint share holders, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
7. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

These Resolutions were passed as Ordinary and Special resolutions on 23<sup>rd</sup> July 2012, the signatory being the sole members of the Company.

  
Director of Mortgage Next Network Limited