

4993066

**WRITTEN RESOLUTIONS OF THE SHAREHOLDER OF
MONEY PARTNERS HOLDINGS LIMITED
(the "Company")**

The undersigned being the sole eligible member of the Company and the sole member for the time being of the Company entitled to receive notice and attend and vote at a general meeting of the Company, upon its signature passes the following resolutions and agrees that pursuant to Chapter 2 of Part 13 of the Companies Act 2006, such resolutions shall for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary and special resolutions

ORDINARY RESOLUTION

THAT the Company's authorised share capital be increased from £2,000,003 to £10,000,000 by the creation of 7,999,997 Redeemable Shares of £1 00 each in the capital of the Company in accordance with the terms of the Articles of Association of the Company and with each Redeemable Share ranking equally with the existing Ordinary Shares of £1 00 each in the capital of the Company

ELECTIVE RESOLUTION

THAT the company elects that the provisions of section 80A of the Companies Act 1985 shall apply instead of the provisions of section 80(4) and (5) of the Act in relation to the giving or renewal of an authority to the directors of the company for the allotment of securities and that accordingly the directors be and are hereby unconditionally authorised to allot relevant securities up to the amount of the authorised capital of the Company at any time or times from the date of this resolution

SPECIAL RESOLUTION

THAT pursuant to the provisions of Section 95 of the Companies Act 1985, the directors are empowered to allot equity securities (as defined in Section 94 of that Act) pursuant to the general authority given to them for the purposes of Section 80 of that Act by the Resolution above as if Section 89(1) of that Act did not apply to any such allotment, such power to expire on the fifth anniversary of the date hereof, save that the Company may, before such expiry, make an offer or agreement which will or may require equity securities to be allotted after such expiry

ORDINARY RESOLUTION

THAT the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 and 95 of the Companies Act 1985 (as amended) to exercise for an indefinite period all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £10,000,000



AGREEMENT OF ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 25/01 2008 (the "circulation date"), irrevocably agrees to the Resolutions set out above

Signed by



Goldman Sachs Group Holdings (U K)

Date

The sole eligible member must signify its agreement to the Resolutions as follows (i) by hand, by delivering a signed copy to the Company Secretary of the Company at Keaton House, Widewater Place, Moorhall Road, Harefield, Uxbridge, Middlesex UB9 6NS, or (ii) by post, by sending a signed copy to Company Secretary of the Company at Keaton House, Widewater Place, Moorhall Road, Harefield, Uxbridge, Middlesex UB9 6NS, or (iii) by fax, by sending a signed copy to 0870 6094945 for the attention of the Company Secretary, or (iv) by e-mail, by sending a scanned signed copy to karl.spielmann@moneypartners.co.uk The sole eligible member must signify its agreement to the Resolutions within 28 days beginning with the circulation date. However, if the sole eligible member does not agree with the Resolutions, it does not need to reply. Once the sole eligible member has signified its agreement to the Resolutions, its agreement may not be revoked. The Resolutions will lapse if they are not passed within 28 days beginning with the circulation date.

*Note: An "eligible member" is a member who is or would be entitled to vote on the above Resolutions at a general meeting on the circulation date (i.e. the date on which the resolutions are sent or submitted to the member).

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