



**THE COMPANIES ACT 2006**

**MONEYCORP FINANCIAL RISK MANAGEMENT LIMITED**

**(THE "COMPANY")**

**WRITTEN RESOLUTIONS**

Regent Acquisitions Limited, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby resolves pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution by way of written resolution:

**SPECIAL RESOLUTION**

**THAT:**

1 The Company's articles of association be amended by:

- (a) renaming Article 3.1 as Article 3 1(a) and inserting the following article after Article 3.1(a) as Article 3.1(b):

"3.1(b) Notwithstanding Article 3.1(a) or any other provisions of the Articles, any lien over the Company's shares shall not apply in respect of any shares which have been charged by way of security in favour of a bank or financial institution."

- (b) the insertion of the following paragraph as a new Article 15 2:

"15.2 Notwithstanding Article 15.1 or any other provisions of the Articles, the directors shall not decline to register any transfer of shares nor may they suspend registration thereof where such a transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee of such bank or institution, pursuant to the power of sale under such security, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such fact. In addition, the transfer of shares executed by any such bank or institution shall not be affected or restricted in any way by any pre-emption rights or other restrictions on the transfer of shares contained in these Articles."

**AGREEMENT:**

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

The undersigned, the sole person entitled to vote on the above resolutions on hereby irrevocably agrees to the Special Resolution.

for and on behalf of  
Regent Acquisitions Limited

Date: 16 July 2012