

PRIVATE COMPANY LIMITED BY SHARES

EVERYDAY LENDING LIMITED
(the "Company")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY PROPOSED BY
THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION 291
OF THE COMPANIES ACT 2006

In accordance with section 288 of the Companies Act 2006, **WE**, being the sole member of the Company who, at the date this resolution is circulated, would have been entitled to vote on this resolution,

DECLARE that written resolution (A) shall take effect as an ordinary resolution and written resolution (B) shall take effect as a special resolution

WE RESOLVE THAT

- (A) in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors of the Company be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors of the Company in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006, and
- (B) the regulations contained in the document attached to these written resolutions 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

By order of the Board



Director
for and on behalf of Everyday Lending Limited

13 APRIL 2016

THURSDAY



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COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions. Everyday Lending Limited is a sole member company.
- 2 The circulation date of the written resolutions is **13 APRIL** 2016 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by the sole eligible member to the written resolutions is as follows
 - (A) The sole member signifies its agreement to the proposed written resolutions when the Company receives from the member (or someone acting on its behalf) an authenticated document
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating the sole member's agreement to the resolutions
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) The sole member's agreement to the written resolutions, once signified, may not be revoked
 - (D) The written resolutions are passed when the sole member has signified its agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 of the Companies Act 2006)
- 5 Eligible members who do not agree with the proposed resolutions do not need to reply. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.

AGREEMENT BY THE SOLE ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the sole eligible member of the Company on the Circulation Date

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that resolution (A) shall take effect as an ordinary resolution and resolution (B) shall take effect as a special resolution



for and on behalf of Everyday Loans Limited

13 APRIL 2016

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

EVERYDAY LENDING LIMITED

INTRODUCTORY

- 1 1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (in the following Articles "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles
- 1 2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation
- 1 3 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company
- 2 In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company and includes (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company and the expression "the Nominee" means any person holding shares in the Company as nominee or otherwise on trust, for the Controlling Shareholder

SHARE CAPITAL

- 3 1 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing, but subject to that all the unissued shares for the time

being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 549 of the Companies Act 2006 and provided that no share shall be issued at a discount

TRANSFER OF SHARES

- 4 1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid save that the Directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of the Controlling Shareholder, or made pursuant to Article 4 2 or 4 3 In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence
- 4 2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the Register of Members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration If the Nominee shall fail within 48 hours after service of the notice to transfer the shares in question, the Directors may authorise any person to execute on behalf of and as agent or attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the Register as the holder of the shares in question After the name of the transferee has been entered in the Register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person
- 4 3 Notwithstanding anything contained in these Articles
- (A) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (B) the Directors shall not decline to register, nor suspend registration of,
- any transfer of shares where such transfer is
- (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or
- (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
- (c) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article

GENERAL MEETINGS

- 5 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum

DIRECTORS

- 6 In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one"
- 7 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article)
- 8 In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and"
- 9 1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words " and may also determine the rotation in which any additional Directors are to retire"
- 9 2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences
- 9 3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences
- 10 In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph
- "(e) he is removed from office under the provisions of Article 8 of the Company's Articles of Association "

PROCEEDINGS OF DIRECTORS

- 11 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number. A sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.
- 12 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

EXECUTION OF DOCUMENTS

- 13 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to extent permitted by the Act) have effect as if executed by affixing the seal."

INDEMNITY

- 14.1 This Article 14 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the Act and any such indemnity is limited accordingly. This Article is also without prejudice to any indemnity to which any person may otherwise be entitled.
- 14.2 The Company shall indemnify every person who is a Director, the secretary or another officer of the Company (other than an auditor) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company.
- 14.3 The Directors may purchase and maintain insurance at the expense of the Company for the benefit of any such Director, secretary or other officer and they may provide any such person with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil (including regulatory) proceedings or in connection with an application under any of sections 144(3), 144(4) or 727 of the Act.

ELECTRONIC COMMUNICATIONS

- 15 Any Director who participates in the proceedings of a meeting by means of an electronic communication by which all the other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) may hear at all times such Director and such Director may hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of electronic communication).

shall be deemed to be present at such meeting and shall be counted when reckoning a quorum

- 16 In their application to the Company, Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence

"The appointment of a proxy may be contained in an electronic communication sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the Directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon "

- 17 In its application to the Company, Regulation 62 of Table A shall be modified by the addition of the following sentences

"In the event that more than one appointment of a proxy relating to the same share is so delivered or received for the purposes of the same meeting, the appointment last delivered or received (whether in writing or contained in an electronic communication) shall prevail in conferring authority on the person named therein to attend the meeting and vote

An appointment of proxy contained in an electronic communication found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid "

- 18 In its application to the Company, Regulation 115 of Table A shall be modified by the addition of the following after the words "after the time it was sent" at the end of the third sentence

"notwithstanding that the Company is aware of the failure in delivery of such electronic communication Without prejudice to such deemed delivery, if the Company is aware of the failure in delivery of an electronic communication and has sought to give notice by such means at least three times, it shall send the notice in writing by post within 48 hours of the original attempt"