

THE COMPANIES ACT 2006

RESOLUTIONS

OF

MCB FINANCE GROUP PLC

WEDNESDAY



A18 *A3NWB1SI* 31/12/2014 #11
COMPANIES HOUSE

At the annual general meeting of the Company held on 21 May 2009 the following resolutions were duly passed as ordinary and special resolutions as specified below

ORDINARY RESOLUTION

- 1 That the directors of the Company from time to time be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the "**Act**") to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to the aggregate nominal amount of £579,800 provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the directors of the Company pursuant to section 80 of the Act and shall expire on the earlier of the conclusion of the next annual general meeting and 21 August 2010 (the "**Authority Period**") unless such authority is renewed, varied or revoked by the Company in general meeting (save that the Company, may at any time before the expiry of the Authority Period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the Authority Period and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired)

SPECIAL RESOLUTION

- 2 That, subject to and conditional upon the passing of Resolution 1 above, the directors of the Company be and are hereby empowered, in substitution for any existing power or authority pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash as if the pre-emption provisions in section 89(1) of the Act did not apply to any such allotments (the "**Section 95 Empowerment**")
 - (a) in connection with an offer of such securities (whether by way of a rights issue, open offer or otherwise) to holders of relevant equity securities in proportion (as nearly as may be) to the respective amounts of equity securities held by them taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with equity securities which represent fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body, stock exchange or other authority in any jurisdiction, and
 - (b) otherwise than pursuant to paragraph (a) above, up to a maximum aggregate nominal amount of £260,913,

provided that the Section 95 Empowerment shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 21 August 2010 and the conclusion of the next annual general meeting of the Company (the "**Section 95 Period**") but

so that the Company may at any time prior to the expiry of the Section 95 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 95 Period and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired

A handwritten signature in black ink, appearing to read 'H. Nibert', with a long horizontal stroke extending to the right.

Director/Secretary

HENRY NIBERT