

THE COMPANIES ACT 2006

RESOLUTIONS

OF

MCB FINANCE GROUP PLC

WEDNESDAY



A18 *A3NWB1SQ* 31/12/2014 #12
COMPANIES HOUSE

At the annual general meeting of the Company held on 29 May 2008 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 in accordance with 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 of the Act up to the aggregate nominal amount of £550,000, 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 shall expire on whichever is the earlier of 15 months after the date on which this resolution is passed and the conclusion of the next Annual General Meeting of the Company unless such authority is renewed, varied or revoked by the Company in general meeting (save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreements as if the authority hereby conferred had not expired)

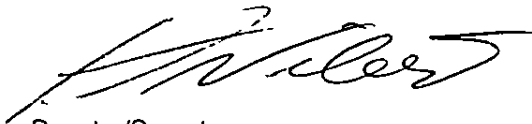
SPECIAL RESOLUTIONS

- 2 That, subject to the passing of Resolution 1, the directors of the Company from time to time be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 1 provided that such power shall be limited to the allotment of equity securities
 - (a) in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may deem necessary or expedient or consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body or stock exchange or otherwise, and
 - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £340,000,

and shall expire on whichever is the earlier of 15 months after the date on which this Resolution is passed and the conclusion of the next Annual General Meeting of the Company unless such power is renewed or extended prior to or at such meeting (save that the Company may before the expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and

the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired)

- 3 That, with immediate effect, the Articles of Association produced to the meeting and for the purposes of identification marked "A" and signed by the Chairman of the meeting, be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company
- 4 That the name of the Company be changed to MCB Finance Group Plc



Director/Secretary
HENRY NILEAT