

THE COMPANIES ACT 2006

RESOLUTIONS

OF

MCB FINANCE GROUP PLC

WEDNESDAY



A18 \*A3NWB1RM\* #7  
31/12/2014  
COMPANIES HOUSE

At the annual general meeting of the Company held on 30 May 2013 the following resolution was duly passed as a special resolution as specified below

**SPECIAL RESOLUTION**

- 1 That the Company generally be authorised for the purposes of section 701 of the Act and Article 53 of the Company's articles of association to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares provided that
  - a the maximum number of ordinary shares hereby authorised to be purchased is 1,767,000 ordinary shares,
  - b the minimum price (exclusive of expenses) which may be paid is 10 pence for each ordinary share being the nominal value thereof,
  - c the maximum price (exclusive of expenses) which may be paid for such shares for so long as the ordinary shares are traded on the Alternative Investment Market of London Stock Exchange plc shall be 50 per cent above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the 5 business days before the purchase made,
  - d the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the annual general meeting of the Company in 2014 and the date which is twelve months after the date on which this resolution is passed, and
  - e the Company may make a contract to purchase its own ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its shares in pursuance of any such contract

Director/Secretary

HENRY NILSSON