

THE COMPANIES ACT 2006

RESOLUTIONS

OF

MCB FINANCE GROUP PLC

WEDNESDAY



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A18

31/12/2014

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COMPANIES HOUSE

At the annual general meeting of the Company held on 14 May 2012 the following resolutions were duly passed as an ordinary and special resolutions as specified below

ORDINARY RESOLUTION

- 1 That in substitution for any existing such authority the directors of the Company ("Directors") be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("Act") to exercise all or any of the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £564,508, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the annual general meeting of the Company in 2013 and the date falling fifteen months from the date of the passing of this Resolution except that the company may, before the expiry of the authority granted pursuant to this Resolution, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of authority and the directors may allot from time to time such shares and grant such rights in pursuant of such an offer or agreement as if the authority conferred by this Resolution had not expired

SPECIAL RESOLUTIONS

- 2 THAT, subject to the passing of Resolution 1 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (as defined in section 560 of the Act)
 - a in connection with an offer of such securities by way of rights (including, without limitation, a rights issue, open offer or similar arrangements) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the law of any territory or requirements of any regulatory body or stock exchange in any territory or in connection with fractional entitlements or shares represented by depositary receipts or otherwise, and
 - b otherwise than pursuant to paragraph (a) above, to allotments of equity securities in the Company for cash up to an aggregate nominal value equal to £254,029,

and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the annual general meeting of the Company in 2013 and the date falling fifteen months from the date of the passing of this Resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after the expiry of

such period and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired. This authorisation shall be in substitution for all previous authorisations conferred upon the directors.

- 3 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 1,693,525 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 2013 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 MLEAI