

Company Number: 07239342

The Companies Acts
Private Company Limited by Shares
WRITTEN SPECIAL RESOLUTION
OF

PP Financial Services Limited ("the Company")
Circulation Date: 20 September 2010

Pursuant to Chapter 2 of Paragraph 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

THAT:

- 1 Article 3 of the Articles of Association of the Company be deleted and replaced with the following:

"Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the company may by ordinary resolution determine Save to the extent authorised by these Articles or authorised from time to time by an ordinary resolution of the shareholders, the directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the resolution on 20 September 2010, hereby irrevocably agrees to the Resolution

Print name: M. CLASPER

Signed by: [Signature]

For and on behalf of Peto Place Investments Limited, registered company number 06508485

Date 20 September 2010



NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to [*Andrew reading*] at [*2 Marylebone Road, London, NW1 4DF*];
- **Post:** returning the signed copy by post to [*Andrew reading*] at [*2 Marylebone Road, London, NW1 4DF*],
- **Fax:** faxing the signed copy to [*number*] marked "For the attention of [*Andrew reading*]"
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Andrew.reading@which.co.uk.

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 1 October 2010, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date