

Company Number 8414255

THURSDAY



## **DF HOLDINGS (UK) LIMITED**

(the "Company")

### **SHAREHOLDER'S WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company and thereby holding the requisite number of issued shares for the passing of a special resolution of the Company and entitled to receive notice of and to attend and vote at a General Meeting of the Company, HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall pursuant to Sections 283(3) and 288 of the Companies Act 2006 (the "CA 2006") and Article 50 of the Company's Articles of Association (the "Articles"), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

#### **AMENDMENT OF ARTICLES OF ASSOCIATION**

That, in accordance with Section 21 of the CA 2006, the Articles are amended by deleting the present Article 14(b) and replacing it with the following new Article 14(b)

"The quorum for the transaction of the business of the directors shall be two directors. Where there is only one director, he may exercise all the powers conferred on directors by these articles"

That, in accordance with Section 21 of the CA 2006, the Articles are amended by the insertion of the following new articles, after the existing Article 38 and Article 70, respectively

#### **38A. Share security**

Notwithstanding any other provision of the articles, any pre-emption rights conferred on existing members do not apply to and the directors will not decline to register, nor suspend registration of any transfer of shares (i) in favour of any transferee (or their nominee) where the transfer of shares is made by way of security over the shares or (ii) executed pursuant to any rights of the holder of security over the shares"

#### **"BORROWING POWERS**

##### **71. Borrowing powers**

Notwithstanding any other provision of the articles, the directors may exercise all the powers of the company to borrow money, to guarantee, to indemnify, to mortgage or charge all or

any part of the undertaking, property and assets (present and future) and uncalled capital of the company, to issue debentures and other securities and to give security, whether outright or as collateral security, for any debt, liability or obligation of the company or of any third party .

Date 3 JUNE 2014 (the "Circulation Date")

## AGREEMENT

THE UNDERSIGNED, being the sole shareholder of the Company on the Circulation Date  
HEREBY IRREVOCABLY AGREES to the special resolution

Mark L. Prior, SVP, General Counsel of DFC Global Corp,  
the sole member  
Name Mark L. Prior  
duly authorised signatory  
for and on behalf of  
**DF INTERNATIONAL HOLDINGS, LLC**  
Dated 3 JUNE 2014

### Notes

- 1 The purpose of this resolution is to amend the Articles. As the resolution is a special resolution, the requisite majority needed to pass the resolution is three-fourths of the members eligible to vote.
- 2 If you agree to the resolution, please signify your agreement by signing against your name where indicated, and enter the date on which you signed the document. Please then return the document to the Company.
- 3 If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
- 4 If you are indicating agreement to the resolution on behalf of a company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 5 If not passed by the sole shareholder, this written resolution shall lapse 28 days from the Circulation Date.
- 6 Once the resolution has been signed and returned to the Company, your agreement to it may not be revoked.
- 7 A copy of this document was sent to the Company's auditors on the Circulation Date.