

Company number 08423025
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

DARWIN LOAN SOLUTIONS LIMITED ("Company")

On 12th April 2013 the following resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006

ORDINARY RESOLUTIONS

- 1 THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £20 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary from the date this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act

SPECIAL RESOLUTIONS

- 2 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £20 00, and
 - (b) expire on fifth anniversary from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired



Director

