

Company Number 738837

The Companies Act 1985

Company Limited by Shares

Special Resolution

of


TTT Moneycorp Limited

(passed on 15th April, 1996)

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 2 Sloane Street, London, SW1X 9LA on 15th April, 1996, the following resolution was duly passed as a Special Resolution of the Company;

The existing Articles of Association of the Company be amended by the addition of the following article as Article 11B and the existing Article 11 being re-numbered as Article 11A:-

"11.B Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares nor may they suspend registration thereof where such a transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee of such bank or institution, pursuant to the power of sale under such security, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such fact. In addition, the transfer of shares executed by any such bank or institution shall not be affected or restricted in any way by any pre-emption rights or other restrictions on the transfer of shares contained in these Articles."


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S.J. Mullens

Chairman of the Meeting

