

Company Number 04786727

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MEM CONSUMER FINANCE LIMITED (the "Company")

Circulation Date ... *November 6, 2008*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):

**SPECIAL RESOLUTION**

That the articles of association of the Company be altered by the addition of the following clause:

"DIRECTORS' MEETINGS

3. Any or all of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a telephone conference, video conference or any other equipment which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. A minute of the proceedings at any such meeting shall be sufficient evidence of such proceedings and compliance with all necessary formalities if certified as correct by the chairman of the meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is located for the meeting."

**AGREEMENT**

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

The undersigned, being the person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

Print name:

duly authorised for and on

behalf of MEM Capital Limited

Date:

*[Signature]*  
John Davis

*November 6, 2008*

MONDAY



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COMPANIES HOUSE

## **NOTES**

1. If you are indicating agreement to the Resolution on behalf of a person 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.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.