

**Company No. 5620472**

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS OF EMONEY.CO UK LIMITED (Company)**

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as an ordinary resolutions of the Company

**ORDINARY RESOLUTIONS**

- 1 That the provisions of, and performance of the obligations set out in, the document listed in the appendix to this Written Resolution (**Document**), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with Clydesdale Bank plc be and is hereby approved (copies of the Document having been supplied to the sole eligible member of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents))
- 2 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Document and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Document for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of the Document))

WEDNESDAY



A13 \*A5HS7V0Q\* 191  
15/06/2011  
COMPANIES HOUSE

Signature



Name

P Chase-Gardner

Date

13/6/2011

#### EXPLANATORY STATEMENT TO MEMBER

(This explanatory statement is not part of any proposed written resolution )

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to the member on 10 June 2011 (**Circulation Date** )
- 3 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date
- 4 If you wish to signify agreement to this document please follow the procedure below
  - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document,
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document,
  - (c) please return the document to the Company at MMT Centre, Severn Bridge, Aust BS35 4BL marked "for the attention of Arron Banks" or hand it to the company secretary in person
- 5 To be valid, this document must be received no later than 13 June 2011
- 6 If this document is not received by this time your vote will not count Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolutions will lapse
- 7 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received

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## **The Appendix**

### **The Document**

An amendment and restatement agreement amending and restating a facility agreement dated 5 August 2010 for the provision of £30,000,000 consisting of a term loan facility to be made between, amongst others, the Company and Clydesdale Bank plc