

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF
MONEYCORP FINANCIAL RISK MANAGEMENT LIMITED
(the 'Company')

(Company number: 5774742)

REGENT ACQUISITIONS LIMITED, being the sole shareholder of the above named Company, hereby resolved that the rights attached to the issued non-cumulative preference shares of £1 00 each in the capital of the Company, shall be varied to take effect as non-redeemable preference shares of £1 00 each, as a class of shares from the effective date of 31 March 2014

Signed on 30th July 2014

For and on behalf of Regent Acquisitions Limited

By



NICHOLAS HASLEHURST
DIRECTOR

FRIDAY



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COMPANIES HOUSE

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS

MONEYCORP FINANCIAL RISK MANAGEMENT LIMITED
(the 'Company')

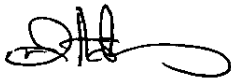
(Company number: 5774742)

1. In accordance with section 630 of the Companies Act 2006, REGENT ACQUISITIONS LIMITED, being the sole shareholder of the above named Company, of not less than three quarters in nominal value of the issued Non-cumulative Preference shares of £1 00 each, in the capital of the Company, hereby irrevocably consents to and sanctions the passing of the resolution set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Non-cumulative Preference shares of £1 00 each, as a class of shares which will or may be effected thereby

Signed on 30th July 2014

For and on behalf of the Company

By



NICHOLAS HASLEHURST
DIRECTOR

Company Registration No.: 5774742

MONEYCORP FINANCIAL RISK MANAGEMENT LIMITED
(‘the Company’)

MINUTES of a Meeting of the Directors of the Company held at 2 Sloane Street,
London SW1X 9LA on 25th June 2014 at 9.00 AM

Present: Nicholas Haslehurst (NH) (In the Chair)
Mark Horgan (MH)

1. CHAIRPERSON

Nicholas Haslehurst was appointed chairperson of the meeting

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3. BUSINESS OF THE MEETING

The chairperson reported that the business of the meeting was to approve a written resolution to be sent to the Company’s shareholder, Regent Acquisitions Limited to vary the class rights associated to the non-cumulative preference shares of £1.00 each in the capital of the Company.

4. WRITTEN RESOLUTION

4.1 There was produced to the meeting a form of written resolution of the sole member of the Company to vary the non-cumulative preference shares to take effect as non-redeemable preference shares of £1.00 each as a class of shares from the effective date of 31 March 2014 (**Written Resolution**)

4.2 IT WAS RESOLVED to

- (a) approve the Written Resolution in the form produced to the meeting, and
- (b) send it to the sole member of the Company and the Company's auditors

5. FILING

The chairperson instructed the Company secretary to

5.1 Make all necessary and appropriate entries in the books and registers of the Company

5.2 Arrange for the following to be filed at Companies House

- (a) A copy of the Written Resolution,

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- (b) A copy of the Written Consent to vary the class rights associated to non-cumulative preference shares, and
 - (c) SH10 form

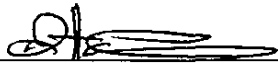
6. CLOSE

There was no further business and the chairperson declared the meeting closed

Signed on 30th July 2014

For and on behalf of the Company

By Chairman of the meeting at which the above Resolution was passed



NICK HASLEHURST