

The Companies Act 2006

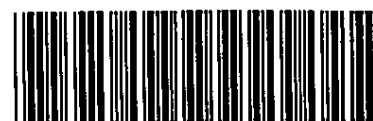
Public Company Limited by Shares

Resolutions

of

**TOPAZ FINANCE PLC (the "Company")
(Registered Number 05946900)**

THURSDAY
TUESDAY



A39AA8Y2
A05 03/06/2014 #122
COMPANIES HOUSE
R38WP8GJ
RM 29/05/2014 #19
COMPANIES HOUSE

The following resolutions (numbered as in the Notice of Meeting) were passed at the General Meeting of the Company held on 23 May 2014 at 135 Bishopsgate, London

SPECIAL RESOLUTIONS

1. That the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Topaz Finance Limited
2. That the articles of association of the Company be amended as follows


2.1 By the deletion of provision 2 (Company is to be a public company), and provision 6 (Company's share capital) of the Company's Memorandum of Association each treated by virtue of the Companies Act 2006 as provisions of the Company's Articles of Association, and

2.2 By the deletion of clause 3 (Authorised Share Capital) and clause 39 (Annual General Meetings) of the Articles of Association

ORDINARY RESOLUTIONS

1. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006
2. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the powers to

allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

A handwritten signature in black ink, appearing to read 'A. S. Stone', is written over the printed name 'Chairman'.

Chairman