

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WEDNESDAY



"LWS3NF9N"

LD6

25/11/2009

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COMPANIES HOUSE

SPECIAL (WRITTEN) RESOLUTION OF CURO ROTUNDA NOMINEES LIMITED

Company number: 07009347 ("the Company")

PASSED: 24th November 2009

By written resolution of the Company passed on 24th November 2009 the resolutions set out below were passed as special and ordinary resolutions respectively pursuant to Chapter 2 of Part 13 of the Companies Act 2006:-

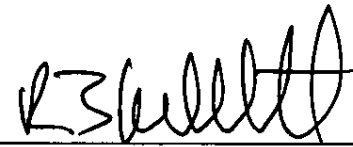
SPECIAL RESOLUTION

1. That the articles of association of the Company be amended with immediate effect so that the following paragraphs are inserted into the articles of association as new articles each in the form, and to be designated by the numbers, set out below:
 - 8.1 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:
 - (a) where such transfer is in favour of a bank, lender or other financial institution ("**Secured Institution**") or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Institution;
 - (b) where such transfer is by or on behalf of a Secured Institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
 - (c) where such transfer is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares,and no Secured Institution or its nominee or any receiver, delegate or sub-delegate appointed by such Secured Institution shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.
 - 8.2 A certificate of any officer of the relevant Secured Institution that the relevant transfer is within paragraph 8.1 (a) or (b) above shall be conclusive evidence of that fact.
 - 8.3 The lien set out in article 7 shall not apply to any shares held or transferred by or on behalf of a Secured Institution.
 - 8.4 Regulation 24 of Table A shall be modified accordingly."

ORDINARY RESOLUTION

2. That the entry by the Company into the Finance Documents (as that term is defined in the minutes of a meeting of the director's of the Company dated 18 September 2009) as may be duly amended on the agreement of the Company's directors, the performance by the Company of its obligations and the exercise by the Company of its rights thereunder be and is hereby approved or, as the case may be, ratified including (without limitation) the giving by the Company of any guarantee or indemnity contained in the Finance Documents and the grant by the Company of any security over its assets and undertaking pursuant to any of the Finance Documents.

CERTIFIED A TRUE EXTRACT FROM THE MINUTES OF THE COMPANY.

A handwritten signature in black ink, appearing to be 'R3' followed by several loops and a final flourish, positioned above a horizontal line.

Director