

Company number 07975401

PRIVATE COMPANY LIMITED BY SHARES

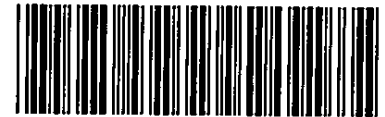
WRITTEN RESOLUTION

of

LENDFAIR LIMITED (Company)

19 June 2014

WEDNESDAY



A3BA109M

A20

02/07/2014

#4

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (Resolutions).

SPECIAL RESOLUTIONS

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006) the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2014.

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 CA 2006

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

3. ADOPTION OF REVISED ARTICLES OF ASSOCIATION

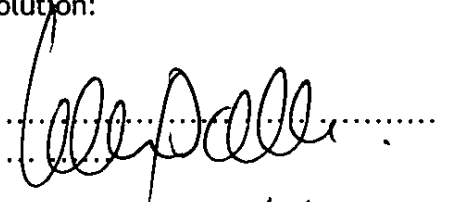
THAT, the Company shall adopt the additional articles set out in the attached document into the articles of association of the Company.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 19 June 2014 hereby irrevocably agrees to the Resolution:

Signed by COLIN BABB



Date

20/6/14

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Colin Babb at 4 Capital Place, Lovet Road, Harlow, Essex CM19 5AS.

You may not return the Resolution to the Company by any other method

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

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 30 June 2014 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

“THAT the articles of association of the Company be amended by inserting a new Article 21 as follows

21 Share Classes

The following rights shall apply to each of the two issued share classes in the Company, as follows

Ordinary Shares of £1 each shall carry normal voting rights, shall be entitled to attend meetings of the members of the Company and to receive dividends and other distributions of the Company in accordance with the terms of these Articles

Preference Shares of £1 each shall carry no voting rights, no right to attend meetings of the members of the Company and no right to receive any dividend or other distribution of the Company, save that they shall be entitled to receive a preferential payment of interest at a rate of 1% per annum on the paid up value of the Preference Shares to accrue on a cumulative basis and to be paid to the holders of the Preference Shares upon the transmission or cancellation of such Preference Shares The Preference Shares are non-redeemable ”

“THAT the existing articles of association shall be renumbered accordingly ”

“THAT article 31(5) of the articles of association of the Company be deleted and the remaining sub clauses of article 31 of the articles of association of the Company (as renumbered) shall be renumbered accordingly ”