

Company Number: 328933

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

PROVIDENT FINANCIAL MANAGEMENT SERVICES LIMITED (the Company)

(passed on 30 January 2014)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the Company enters into a facility agreement (the Facility Agreement) between, amongst others, the Company, Provident Financial plc and The Royal Bank of Scotland as agent for the financial institutions named in the Facility Agreement as the original lenders for a multi-currency revolving facility.
2. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by the Facility Agreement and any related document.
3. **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Facility Agreement (including giving the guarantee) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.
4. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.

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Agreement of eligible members

The undersigned being eligible members on 30 January 2014 (the circulation date) irrevocably agree to the resolutions set out above:

Signed by:

A. Law

For Provident Financial plc

Date: 30 January 2014

Eligible members must signify their agreement to the proposed resolutions as follows:

- (i) by hand, by delivering a signed copy to The Company Secretary, Provident Financial Management Services Limited, No. 1 Godwin Street, Bradford, West Yorkshire, BD1 2SU;
- (ii) by post, by sending a signed copy to The Company Secretary, Provident Financial Management Services Limited, No. 1 Godwin Street, Bradford, West Yorkshire, BD1 2SU; or
- (iii) by fax, by sending a signed copy to +44(0)1274 730606 for the attention of The Company Secretary of Provident Financial Management Services Limited.

Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked.

The proposed resolutions will lapse if they are not passed by the end of that 28 day period.