

CATTLES INVOICE FINANCE LIMITED (the *Company*)

MEMBERS' WRITTEN RESOLUTIONS

1. Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that:

- (a) resolution 1 below is passed as an ordinary resolution; and
- (b) resolutions 2 to 11 (inclusive) below are passed as special resolutions.

We, being all the members of the Company authorised to vote, hereby resolve:

ORDINARY RESOLUTION

1. **THAT** matters may be authorised by the directors in accordance with section 175(5)(a) of the Companies Act 2006.

SPECIAL RESOLUTIONS

2. **THAT** for the purposes of section 175 of the Companies Act 2006, Ian Cummine's directorships of:

Cattles plc, Cattles Invoice Finance (Oxford) Limited, The Lewis Group Limited, Dial4aloan Limited, Welcome Retail Services Limited, Progressive Financial Services Limited, Shopacheck Financial Services Limited, Cattles Holdings Limited, Cattles Properties (Ruddington) Limited, Welcome Financial Services Limited and Welcome Car Finance Limited,

which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Ian Cummine be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

3. **THAT** for the purposes of section 175 of the Companies Act 2006, David Postings' directorships of:

Cattles plc, Cattles Provident Trust Limited, CL Finance Limited, The Lewis Group Limited, Cattles Invoice Finance (Oxford) Limited, Lewis Group (Holdings) Limited, Dial4aloan Limited, Welcome Retail Services Limited, Progressive Financial Services Limited, Compass Credit Limited, Shopacheck Financial Services Limited, Cattles Properties (Ruddington) Limited, Moneytopia Limited, Ewbanks Mail Order Limited, Welcome Car Finance Limited, Welcome Financial Services Limited and Cattles Holdings Limited,



which may involve a possible conflict with the interests of the Company, be and are hereby authorised and David Postings be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

4. THAT for the purposes of section 175 of the Companies Act 2006, Mark Collins' directorships of:

Cattles plc, Cattles Provident Trust Limited, CL Finance Limited, The Lewis Group Limited, Cattles Invoice Finance (Oxford) Limited, Lewis Group (Holdings) Limited, Dial4aloan Limited, Welcome Retail Services Limited, Progressive Financial Services Limited, Compass Credit Limited, Shopachek Financial Services Limited, Cattles Properties (Ruddington) Limited, Moneytopia Limited, Ewbanks Mail Order Limited, P L Schofield Limited, J H Evans Limited, Moneytopia Bank Limited, Cattles Holdings Securities Limited, Mutual Trust & Savings Limited, Recordpoint Limited, Statusclaim Limited, Supremeaccess Limited, Westernissue Limited, Welcome Finance Group Limited, Cattles Quest Limited, Cattles Staff Pension Fund Limited, Arnold Barton Finance Limited, Magicmono (Anlaby) Limited, Welcome Insurance Services Limited, Cattles Trade Finance Limited, Welcome Mortgages Limited, Cattles CIB Limited, Welcome Finance Limited, Cash Flow Services Limited, Progressive Insurance Brokers Limited, Welcome Car Finance Limited, Hathgap Limited, Teleplan Rentals Limited, UK Debt Defaulters Register Limited, Scottish Bureau of Investigation Limited, Lewis Investigation Services Limited, Lewis Debt Services Limited, Rugged Outlook Limited, Macadam Finance Limited, Welcome Financial Services Limited and Cattles Holdings Limited,

which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Mark Collins be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

5. THAT for the purposes of section 175 of the Companies Act 2006, Jamie Drummond-Smith's directorships of:

Cattles plc, Cattles Provident Trust Limited, CL Finance Limited, Cattles Holdings Limited, Cattles Invoice Finance (Oxford) Limited, The Lewis Group Limited, Lewis Group (Holdings) Limited, Dial4aloan Limited, Welcome Retail Services Limited, Progressive Financial Services Limited, Compass Credit Limited, Shopachek Financial Services Limited, Cattles Properties (Ruddington) Limited, Moneytopia Limited, Ewbanks Mail Order Limited, Moneytopia Bank Limited, Recordpoint Limited, Statusclaim Limited, Supremeaccess Limited, Westernissue Limited, Welcome Finance Group Limited, Cash Flow Services Limited, Welcome Insurance Services Limited, Welcome Mortgages Limited, Welcome Finance Limited, Progressive Insurance Brokers Limited, Welcome Car Finance Limited, UK Debt Defaulters Register Limited, Scottish Bureau of Investigation Limited, Lewis Investigation Services Limited, Lewis Debt Services Limited and Welcome Financial Services Limited,

which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Jamie Drummond-Smith be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

6. THAT for the purposes of section 175 of the Companies Act 2006, Peter Macintyre's directorship of Cattles Invoice Finance (Oxford) Limited, which may involve a possible conflict with the interests of the Company, be and is hereby authorised and Peter Macintyre be permitted not to disclose any confidential information obtained in his capacity as director of this company to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

7. THAT for the purposes of section 175 of the Companies Act 2006, Gail Smallpage's directorship of Cattles Invoice Finance (Oxford) Limited, which may involve a possible conflict with the interests of the Company, be and is hereby authorised and Gail Smallpage be permitted not to disclose any confidential information obtained in her capacity as director of this company to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

8. THAT for the purposes of section 175 of the Companies Act 2006, Andrew Clarke's directorship of Cattles Invoice Finance (Oxford) Limited, which may involve a possible conflict with the interests of the Company, be and is hereby authorised and Andrew Clarke be permitted not to disclose any confidential information obtained in his capacity as director of this company to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

9. THAT for the purposes of section 175 of the Companies Act 2006, Douglas Crawford's directorship of Cattles Invoice Finance (Oxford) Limited, which may involve a possible conflict with the interests of the Company, be and is hereby authorised and Douglas Crawford be permitted not to disclose any confidential information obtained in his capacity as director of this company to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

10. THAT for the purposes of section 175 of the Companies Act 2006, Trevor Howe's directorship of Cattles Invoice Finance (Oxford) Limited, which may involve a possible conflict with the interests of the Company, be and is hereby authorised and Trevor Howe be permitted not to disclose any confidential information obtained in his capacity as director of this company to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

11. We note that the directors of Cattles Invoice Finance (Oxford) Limited, a subsidiary undertaking of the Company, (*CIF Oxford*) have also declared interests, namely directorships of other entities within the Company's group of companies, (the *Group Specific Conflicts*) which conflict or possibly may conflict with the interests of CIF Oxford for the purposes of section 175 of the Act. We further note that pursuant to section 175(6)(a) of the Act, the authorisation of the Group Specific Conflicts by


the directors of CIF Oxford is not possible as a quorum at the approving board meeting of CIF Oxford cannot be achieved without counting the director or directors in question or any other interested directors, and the matter cannot be agreed to without their voting or without counting their votes.

In order for the Group Specific Conflicts to be authorised, **WE RESOLVE THAT** any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of CIF Oxford be and is hereby authorised, and any breach of duty which has arisen or may arise from any such conflict be and is hereby ratified, **AND THAT** the Company be authorised to pass any shareholder resolutions of CIF Oxford to authorise any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of CIF Oxford and ratify any breach of duty which has arisen or may arise from any such conflict.


AGREEMENT

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


The undersigned, being a person entitled to vote on the resolutions on 5 May 2009 (the **Circulation Date**), hereby irrevocably agrees to the resolutions:


.....
for and on behalf of
Recordpoint Limited


05/05/09
.....
Date:


.....
for and on behalf of
Statusclaim Limited

05/05/09
.....
Date:


.....
for and on behalf of
Supremeaccess Limited

05/05/09
.....
Date:


.....
for and on behalf of
Westernissue Limited

05/05/09
.....
Date:

NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Roland Todd, Company Secretary, Kingston House, Centre 27 Business Park, Woodhead, Birstall, Batley West Yorkshire, WF17 9TD.

Post: returning the signed copy by post to Roland Todd, Company Secretary, Kingston House, Centre 27 Business Park, Woodhead, Birstall, Batley West Yorkshire, WF17 9TD.

Fax: faxing the signed copy to 01924442255 marked "For the attention of Roland Todd, Company Secretary".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to rolandtodd@cattles.co.uk.

If you do not agree to the resolutions, 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 resolutions, you may not revoke your agreement.

3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.