

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

VANQUIS BANK LIMITED



We, being the sole member of the Company, who at the date of these resolutions are entitled to attend and vote at general meetings of the Company, hereby **RESOLVE** that the following resolutions be passed as written resolutions of the Company in accordance with section 381A of the Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a separate meeting of the holders of shares of the Company duly convened and held.

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WRITTEN RESOLUTIONS

- 1 THAT the authorised share capital of the Company be increased to £30,000,000 divided into 30,000,000 ordinary shares of £1.00 each.
- 2
- 2.1 THAT the provisions of Section 80A of the Companies Act shall apply, instead of the provisions of Sections 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
- 2.2 THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Sections 80 and 80A of the Companies Act 1985 to exercise for an indefinite period all the powers of the Company to allot relevant securities up to the aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution; and
- 2.3 THAT words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution.
- 3 THAT the Memorandum of Association of the Company, be altered by deleting clause 5 thereof and by substituting therefore clause 5 contained in the print of the Memorandum of Association which, for the purpose of identification, is marked "A".

- 4 THAT the Articles of Association be altered by deleting clause 3 thereof and by substituting therefore clause 3 contained in the print of the Articles of Association which, for the purpose of identification, is marked "B".

A handwritten signature in black ink, appearing to be 'M. J.', written over a horizontal line.

For and on behalf of  
Provident Financial plc

24/2/03  
Date