

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

Of

FS CONNEXIONS UK LIMITED

(the "Company")

31 October 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution"):-

SPECIAL RESOLUTION

THAT.

1. 1,749 issued ordinary shares of £1 00 each in the capital of the Company be cancelled and extinguished such that the share capital of the Company shall be reduced so that the issued share capital of the Company will be one ordinary share of £1.00

AGREEMENT

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

The undersigned, being the sole shareholder entitled to vote on the Resolution at the time it was circulated, hereby irrevocably agrees to the Resolution -


For and on behalf of
Vertex Financial Services Limited

31/10/2013

Date

FRIDAY



A33

08/11/2013

#257

COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, 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 Gavin James at Jessop House, Jessop Avenue, Cheltenham, GL50 3SH;
 - Post: returning the signed copy by post to Gavin James at Jessop House, Jessop Avenue, Cheltenham, GL50 3SH;
 - Email. by attaching a scanned copy of the signed document to an email and sending it to gavin.james@vertex.co.uk. Please enter "Written Resolution dated 31 October 2013" in the email subject box.

If you do not agree with 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 sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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

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FS CONNEXIONS UK LIMITED

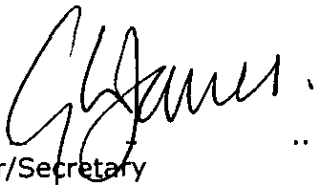
(the "Company")

On October 2013, the following resolution was duly passed as a written resolution of the Company, having effect as a special resolution in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the approval of the sole shareholder and sole person entitled to vote on the Resolution at the time it was circulated:-

THAT:

1. 1,749 issued ordinary shares of £1.00 each in the capital of the Company be cancelled and extinguished such that the share capital of the Company shall be reduced so that the issued share capital of the Company will be one ordinary share of £1.00; and

Signed



Director/Secretary

