

Company Number 02663561

WRITTEN RESOLUTIONS

OF

Trust Union Finance (1991) plc (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006ORDINARY RESOLUTIONS

Ordinary Resolutions

THAT:

- (A) the authorised share capital of the Company be increased from £50,000 to £25,050,000 by the creation of 25,000,000 ordinary shares of £1 each; and
- (B) the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £25,000,000, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on ^{9/12} 2013, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

By order of the board:

Director/Secretary

9/12/2008

Date

TUESDAY



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ALXFC6H6

13/01/2009

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COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is *9 DECEMBER*, 2008 (the **"Circulation Date"**)
3. The procedure for signifying agreement by an eligible members to written resolutions is as follows:
 - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).