

Company No 04809107

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

Of

VERTEX LIMITED

(the "Company")

13 OCTOBER 2011 (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 5,000,000 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
- 2 £5,000,000 of such capital reduced be repaid to Vertex Financial Services Holdings Limited, the sole shareholder of the Company.

**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 Holdings Limited

13 OCTOBER 2011

Date



## 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 Richard Collins at 6<sup>th</sup> Floor, 4 Grosvenor Place, London, SW1X 7DL,
  - Post returning the signed copy by post to Richard Collins at 6<sup>th</sup> Floor, 4 Grosvenor Place, London, SW1X 7DL,
  - Email by attaching a scanned copy of the signed document to an email and sending it to richard.collins@vertex.co.uk. Please enter "Written Resolution dated 13<sup>th</sup> Oct 2011" 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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THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

VERTEX LIMITED

(the "Company")

On ~~13 October~~ 2011, 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 5,000,000 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
- 2 £5,000,000 of such capital reduced be repaid to Vertex Financial Services Holdings Limited, the sole shareholder of the Company

Signed



Director/Secretary



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27/10/2011  
COMPANIES HOUSE