

Company Number 07310059

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MONEYPLUS GROUP LIMITED ("Company")

passed on *16 September* 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the following resolutions be passed as special resolutions ("**Resolutions**")

Pursuant to Section 288 of the 2006 Act, we, the undersigned, being the eligible members of the Company (as defined by Section 289 of the 2006 Act), signify agreement to and pass the following resolutions of the Company

SPECIAL RESOLUTIONS

- 1 **THAT** the Company enters into the following documents
 - (a) a consent and amendment letter pursuant to a master facilities agreement dated 3 June 2011 between PNC Business Credit (a trading style of PNC Financial Services UK Limited) (the "**Lender**") and the Company to be entered into between the Company, Loan Management Services Limited (company number 04571036) ("**LMS**") and the Lender, and
 - (b) a composite guarantee and debenture to be entered into by the Company and LMS in favour of the Lender,(together the "**Documents**")
- 2 **THAT**, the Directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related document
- 3 **THAT**, the entry by the Company into the proposed transactions substantially on the terms set out in the Documents (including giving the guarantee and security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole
- 4 **THAT**, these resolutions have effect notwithstanding any term to the contrary in the Company's Memorandum and Articles of Association

AGREEMENT

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



The undersigned, being eligible members entitled to vote on the Resolutions on 2011, hereby irrevocably agrees to the Resolutions

Signed by

For and on behalf of

Moneyplus Intermediary Limited

Date

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a solid horizontal line.

16 September 2011

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand, by post or by e-mail to Christopher Davis at the registered office of the Company, or to chris.davis@moneyplusgroup.co.uk

You may not return the Resolutions to the Company by any other method

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

- 1 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 2 Unless, by the date falling 28 days after the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date