

Company No. 07310059

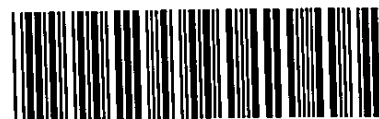
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MONEYPLUS 2010 LIMITED ("Company")

TUESDAY



A39 *AL31LQW6* 18/01/2011 117
COMPANIES HOUSE

14 January 2010 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution ("Resolution")

SPECIAL RESOLUTION

- 1 THAT the below listed number of Ordinary and A Ordinary Shares issued to each of the shareholders listed below be and are hereby redesignated as Deferred Shares of £1 00 each with the rights set out in and subject to the articles of association of the Company

Shareholder	Share Class	Nominal value (£)	Number of shares to be reclassified as deferred shares
Ivan Cooper	A Ordinary	1 00	209
Ivan Cooper	Ordinary	1 00	34
Colin Robinson	A Ordinary	1 00	21
Chris Davis	A Ordinary	1 00	93
Chris Davis	Ordinary	1 00	113
Chris Daw	A Ordinary	1 00	29
Sally Geddes	A Ordinary	1 00	18
Stuart Heaney	A Ordinary	1 00	16
Eric McNicol	A Ordinary	1 00	14
David Milner	A Ordinary	1 00	8
Ken Lacey	A Ordinary	1.00	5
Judi Geisler	A Ordinary	1 00	3

Elizabeth Pywowarczuk	A Ordinary	1 00	3
John Eaton	A Ordinary	1 00	1
Jerry Green	A Ordinary	1 00	1
Stephen Quinn	Ordinary	1 00	177
Lorraine O'Toole	Ordinary	1 00	177
Debbie Hall	Ordinary	1 00	177
Total number			1,099

AGREEMENT

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

The undersigned, being all persons entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution and agree that the Resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

Signed by IVAN COOPER

Date

Signed by COLIN ROBINSON

Date

Signed by CHRIS DAW

Date

Signed by SALLY GEDDES

Date

Signed by STUART HEANEY

Date

Signed by ERIC MCNICOL

Date

Signed by DAVID MILNER

Date

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)

14 JANUARY 2011

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)

14 JANUARY 2011

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)

14 JANUARY 2011

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)

14 JANUARY 2011

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)

14 JANUARY 2011

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)

14 JANUARY 2011

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)

14 JANUARY 2011

Signed by KEN LACEY

Date

Signed by JUDITH GEISLER

Date

Signed by ELIZABETH PYWOWARCZUK

Date

Signed by JOHN EATON

Date

Signed by JERRY GREEN

Date

Signed by STEPHEN QUINN

Date

Signed by LORRAINE O'TOOLE

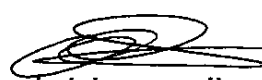
Date

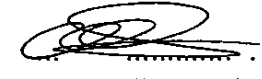
Signed by DEBBIE HALL

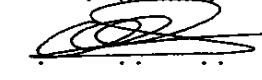
Date

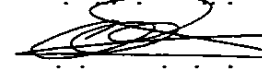
Signed by CHRISTOPHER DAVIS


Date

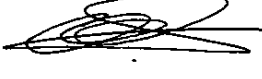

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011

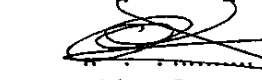

(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011



(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011



(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011


(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011


(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011


(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011


(SIGNED BY CHRISTOPHER DAVIS
AS POWER OF ATTORNEY)
14 JANUARY 2011


14 JANUARY 2011

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company either by hand or by post to the Company c/o Helen Mather, DWF LLP, Centurion House, 129 Deansgate, Manchester M3 3AA.

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

- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

- 4 Unless, by 11/02/2010^{over} (being the date that is 28 days after the Circulation Date), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 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