

Company No. 4071463

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL AND ELECTIVE RESOLUTIONS

of

FINANCE PROVIDERS FORUM LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on ~~22 December~~²⁰⁰⁰ the following resolutions were passed, in the case of resolutions 1 and 2, as special resolutions, and in the case of resolutions 3, 4 and 5, as elective resolutions.

SPECIAL RESOLUTIONS

1. THAT the Company's memorandum of association be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the Chairman for the purpose of identification, in substitution for existing clause 3(A).
2. THAT new articles of association in the form of the annexed draft, initialled by the Chairman for the purpose of identification, be adopted in substitution for the company's existing articles of association.

ELECTIVE RESOLUTIONS

3. THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
4. THAT, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
5. THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.


CHAIRMAN

