

**Sapphire Financial Solutions Ltd
Kingswood
Turncroft Hall
Darwen
Lancashire
BB3 2BT
Company No. 07701022**

SHAREHOLDERS' SPECIAL RESOLUTION

The Articles of Association dated 11th July 2011 are in force at the date of this Resolution.

Section 22.1 of the Articles of Association empowers the company, subject to the articles, but without prejudice to the rights attached to any existing shares, to issue shares with such rights or restrictions as may be determined by ordinary resolution.

The Shareholders by special resolution and under the powers conferred on them by the Articles of Association resolve to dis-apply under 569 Companies Act 2006 in respect of the allotment and issue of new ordinary and preference equity shares.

Signed by all shareholders

A handwritten signature in black ink, appearing to read 'J. Garvey', with a long horizontal flourish extending to the right.

John Ronald Garvey