

Company number 01150093

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
TULLETT LIBERTY (OVERSEAS HOLDINGS) LIMITED**

(the "Company")

Circulated on 20 October 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolution is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

"**THAT**, pursuant to Section 641(1)(a) of the Companies Act 2006, the share capital of the Company be reduced from £9,626,077 to £1 by (i) cancelling and extinguishing 9,626,076 ordinary shares of £1 each in issue registered in the name of Tullett Prebon Investment Holdings Limited and (ii) cancelling and extinguishing the share premium account of the Company in the amount of £2,392,153 13 in its entirety, then crediting the aggregate of such amounts to the profit and loss reserves of the Company "

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Paul Hamming

for and on behalf of

TULLETT PREBON INVESTMENT HOLDINGS LIMITED

Dated 20 October 2010

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
- 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 Pursuant to section 642 of the Companies Act 2006 the Resolution must be passed within 15 days of the date of solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolution to be passed within 15 days after the date of the solvency statement, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period

WEDNESDAY



LIIUKOE1

LD1 20/10/2010 110
COMPANIES HOUSE