



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1238923

The Registrar of Companies for England and Wales hereby certifies that

ARBUTHNOT PENSION TRUSTEES LIMITED

having by special resolution changed its name, is now incorporated
under the name of

GRESHAM PENSION TRUSTEES LIMITED

Given at Companies House on **12th June 2008**



C01238923B



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

107009/50

Company number 1238923

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ARBUTHNOT PENSION TRUSTEES LIMITED ("Company")

11 June
~~30 May~~ 2008



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

SPECIAL RESOLUTION

That the name of the Company be changed to Gresham Pension Trustees Limited

AGREEMENT


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

The undersigned, being the sole person entitled to vote on the Resolution on 30 May 2008, hereby irrevocably agrees to the Resolution

Signed by

ARBUTHNOT BANKING GROUP PLC

Date


11 June 2008

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 using one of the following methods

By Hand delivering the signed copy to Arbuthnot House, 20 Ropemaker Street London EC2Y 9AR

Post returning the signed copy by post to 20 Ropemaker Street London EC2Y 9AR

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



2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by the date which is 28 days after 30 May 2008, 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

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

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