

Company Number: 2112180

BENTINCK FINANCE (UK) LIMITED
(the "Company")

We, the undersigned, being all the Members of the Company eligible to attend and vote at general meetings of the Company at this time, hereby pass the following Special Resolution and agree that the said resolution shall be valid and effective as if they had been passed at a general meeting of the Company duly convened and held,

A Solvency Statement satisfying the requirements of section 643 of the Companies Act 2006 was produced to the members and initialled for the purposes of identification

Special Resolution

IT WAS RESOLVED THAT the issued share capital of the Company be reduced from £150,000 Ordinary Shares divided into 150,000 Ordinary Shares of £1 00 each to 2,000 Ordinary Shares of £1 00 each

IT WAS FURTHER RESOLVED THAT the new issued share capital of the Company (of which 150,000 Ordinary Shares have been issued and fully paid up) be reduced to £2,000 comprising of 2,000 Ordinary Shares of £1 00 each

Such reduction shall be effected by cancelling the paid-up share capital on 148,000 Ordinary Shares of paid-up share capital to the extent of £1 00 per share

Dated this 20th December 2012



For & On Behalf of
Mitchmum Limited

SATURDAY



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A10CIZRV

22/12/2012

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COMPANIES HOUSE