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The Insolvency Act 1986 and the Companies Act 2006

Company Limited by Shares

**SPECIAL RESOLUTIONS**

(Pursuant to Section 283 of the Companies Act 2006 and 84(1)(b) of the Insolvency Act 1986)

Of Citigroup Capital Finance Ireland Limited

Passed - 22 May 2013

At a General Meeting of the sole member of the above named Company, duly convened and held at Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB on 22 May 2013, the following resolutions were duly passed as Special Resolutions

**Special Resolutions**

1. "that the Company be wound up voluntarily",
2. "that David Merrygold and Malcolm Cohen of the firm BDO LLP, be and are hereby appointed as Joint Liquidators of the Company for the purpose of the voluntary winding up and are empowered to act jointly and severally",
3. "that the Joint Liquidators hereby be authorised to distribute amongst the members in specie or kind the whole or any part of the assets of the Company", and
4. "that the Joint Liquidators be authorised under the provisions of Section 165 (2)(a) of the Insolvency Act 1986 ("The Act") to exercise the powers specified in Part 1 of Schedule 4 of the Act."

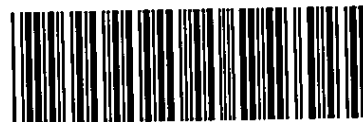
Signed:



Name Simon Cumming

Status Chairman

SATURDAY



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25/05/2013

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