

Company number
2711006

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
J.P. MORGAN SECURITIES PLC
(the "Company")

On the 13 December 2013, the following resolution (such resolution being passed as an ordinary resolution) was approved by the eligible members pursuant to chapter 3 part 13 of the Companies Act 2006

Ordinary Resolution

THAT

- 1 The directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of US\$1,262,720,000 (one billion, two hundred and sixty two million, seven hundred and twenty thousand dollars) at any time or times during the period from the date of the passing of this resolution up to and including the day five years after the passing of this resolution on which date the authority given by this resolution shall expire (save that such authority shall entitle the Company to make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired)



Mary F Vance
Joint Secretary

13 December 2013

THURSDAY



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COMPANIES HOUSE

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