

Company number 02723732

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
TULLETT LIBERTY BROKERAGE LTD
(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 £15,057,368 to £1 by (i) cancelling and extinguishing 15,057,367 ordinary shares of £1 each in issue registered in the name of Tullett Liberty (European Holdings) Limited, (ii) cancelling and extinguishing the share premium account of the Company in the amount of £67,119,269 in its entirety, and (iii) cancelling and extinguishing the capital redemption reserve of the Company in the amount of £1,859,500 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 Mannering

for and on behalf of

TULLETT LIBERTY (EUROPEAN HOLDINGS) LIMITED

Dated: *20 October* 2010

WEDNESDAY



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"LIUQOE7"
20/10/2010
COMPANIES HOUSE

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