

Liquise Res
Ordinary Resolution

Company No: 03110621 *"B. A. S. C. H."*

The Companies Act 2006
The Insolvency Act 1986

Company Limited By Shares

Written Resolutions
Of

SHELL PENSIONS MANAGEMENT SERVICES LIMITED

Pursuant to Section 288 of the Companies Act 2006 I, being a member of the company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which I was present, vote as follows on the special and ordinary resolutions set out below

Special Resolution

1 "THAT in accordance with section 21 of the Companies Act 2006, the Directors of the Company be and are hereby generally and unconditionally authorized to allot and issue shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company in excess of the stated authorised maximum under the Articles of Association of the Company "

FOR/AGAINST

Ordinary Resolution

2 "THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the Directors of the Company be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006

This authority is in substitution for all previous authorities conferred upon the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 "

Special Resolutions

1 "THAT subject to the passing of resolution 2 the Board be and they are empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in the Act) wholly for cash pursuant to the authority conferred by the resolution 2 and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities

- a in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and
- b otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £1,266,186

and shall expire five years from the date of this resolution, save that the company may, before such expiry make an offer or agreement which would or might require equity

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securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

FOR/AGAINST

Special Resolution

2 "THAT the Company be wound up voluntarily "

FOR/AGAINST

Ordinary Resolutions

3 "THAT Elizabeth Anne Bingham and Kerry Lynne Trigg of Ernst & Young LLP, 1 More London Place, London, SE1 2AF be and they are hereby appointed Joint Liquidators for the purposes of the winding up "

FOR/AGAINST

4 "THAT any act required or authorised to be done by the Joint Liquidators may be done by them jointly or by either of them acting alone "

FOR/AGAINST

5 "THAT the company's books and records be held by Shell Legal of Shell Centre, London SE1 7NA to the order of the Joint Liquidators and cannot be disposed of until the expiry of 12 months after the date of dissolution of the company and the (former) Joint Liquidators have given their prior written consent "

FOR/AGAINST

Special Resolutions

6 "THAT the Joint Liquidators be authorised to divide all or such part of the assets of the company in specie as they shall think fit amongst the members of the company "

FOR/AGAINST

7 "THAT the Joint Liquidators be authorised under the provisions of Section 165 of the Insolvency Act 1986 to exercise any of the powers laid down in paragraphs 1 to 3A of Schedule 4 to the Insolvency Act 1986 namely, to pay any class of creditors in full, to make compromises with those who may have claims against the company and those against whom the company may have claims and to bring legal proceedings under sections 213, 214, 238, 239, 242, 243 or 423 of the Insolvency Act 1986 "

FOR/AGAINST

Signature

Simon Constant-Glemas

Duly authorised signatory of The Shell Petroleum Company Limited

Name of Signatory SIMON CONSTANT - GLEMAS

Date of signature 30 JUNE 2010

Attested by

A. Slade ALEX SLADE

Description

ACCA - Chartered Accountant