

THE COMPANIES ACT 1985-2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION of INSPEC INVESCO  
(the "Company")

Passed on 28 July 2011

The resolutions in the following written resolution of a class of members of the Company were passed as special and ordinary resolutions of the Company pursuant to Part 13, Chapter 2 Companies Act 2006

THAT

SPECIAL RESOLUTION

the preferential Share Capital of the Company of £80,000,000 divided into 80,000 6% Fixed Rate Preference Shares of £1,000 each be cancelled and that such cancellation be effected by crediting an equivalent amount to a reserve of profit available for distribution.

ORDINARY RESOLUTION

all the actions of the directors authorising the reduction of share capital referred to above be and are hereby approved and ratified, and the directors be empowered to do all such other acts and things necessary or desirable in connection with separately ratifying or giving effect to the said reduction.

  
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G A Stapleton (Miss)  
Secretary

FRIDAY



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COMPANIES HOUSE