

Company No 3943048

COMPANIES ACT 2006

SATURDAY



A37 *A30C6SJK* 25/01/2014 #57
COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING
SHARE CAPITAL**

**RESOLUTION
OF
FINANCIAL SERVICES COMPENSATION SCHEME LIMITED
("the Company")**

On 21 January 2014, the following resolution was duly passed as a written resolution in accordance with the requirements of Chapter 2 of Part 13 of the Companies Act 2006 by the requisite majority of the members of the Company

As a special resolution in accordance with section 283 of the Companies Act 2006, THAT the Articles of Association of the Company be amended as follows, and adopted accordingly

- by removing the definition of "FSA" in Article 1,
- by adding the following new definition in Article 1 "Regulators" means the Prudential Regulation Authority and the Financial Conduct Authority or such other body or bodies which may from time to time fulfil in whole or in part the statutory functions discharged by either of them at the date of adoption of these Articles',
- by substituting the word "Regulators" for "FSA" in Articles 7(b), 7(c) (two instances), 7(d), 7(e), 7(f), 7(g)(i), 7(g)(v), 7(j), 13 (two instances), 31, 51, 51(b), 52 (two instances) and 56,
- by substituting the word "Boards" for "Board" in Article 7(g)(i),
- by substituting the word "resolve" for "resolves" in Article 7(g)(i),
- by replacing ",subject to the approval of the FSA" with "(provided that the remuneration of non-executive Directors shall be subject to the approval of the Regulators)" in Article 7(h)(ii),
- by substituting the word "Company" for "company" in Articles 7(h)(ii)(a), 8(g)(ii), 8(h) and 9(a),
- by replacing "(v)" with "(vi)" immediately before the words "The Company may pay any reasonable expenses" in Article 7(h), and
- by inserting "being in each case at least equal to the number of Directors required to constitute a quorum for a meeting of the Board," between the words

"Board or a committee of the Board," and "shall be as valid and effectual" in the first sentence of Article 21

A handwritten signature in black ink, appearing to read "Malas", with a long horizontal stroke extending to the right.

Company Secretary