

Company Number: 04129061
TDWSCH HOLDING COMPANY LIMITED
("the Company")

Registered Office: Exchange Court, Duncombe Street, Leeds, W. Yorkshire, LS1 4AX

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SHAREHOLDER RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL AND ORDINARY RESOLUTIONS (AS THE CASE MAY BE) OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

Circulation Date: 31 October 2011

Special Resolution

THAT the Company be wound up voluntarily

Ordinary Resolution

THAT Dan Butters and Stephen Browne of Deloitte LLP, 1 City Square, Leeds, W. Yorkshire, LS1 2AL (together the "Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone

Ordinary Resolution

THAT the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up

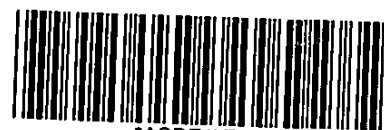
Special Resolution

THAT the Joint Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company

Special Resolution

THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act

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COMPANIES HOUSE

The undersigned, being as at the circulation date set out above the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the resolutions set out above

Signed.

Date 31 October 2011

CPROLINE
CSB

Catherine Bradley (Director)
(Duly authorised, for and on behalf of
TD Waterhouse Holdings [UK] Limited)

TO THE SHAREHOLDER/MEMBER:

Please read the following explanatory notes

NOTES

- 1 The written resolutions will lapse if they are not passed within 28 days of the Circulation Date
- 2 The written resolutions are passed on the date and at the time that you signify your agreement to them
- 3 Your agreement is signified when the Company receives an authenticated form of this document
- 4 This document is authenticated when it is signed and dated by you in the spaces provided
- 5 You may return the authenticated form of this document by any of the following means
 - a by posting it or delivering it by hand to Deloitte LLP, 1 City Square, Leeds, W Yorkshire, LS1 2AL
 - b by faxing it to +44 113 244 8942
 - c by e-mailing a scanned copy of it to choskin@deloitte.co.uk
- 6 Your agreement, once signified, may not be revoked
- 7 If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so