

Company Number: 04443353

**TOKENHOUSE INVESTMENTS LIMITED**

(the *Company*)

**MEMBER'S WRITTEN RESOLUTION**

In accordance with sections 288, 292 and 293 of the Companies Act 2006, the member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARES** that the following resolutions shall have effect as special resolutions as if passed by the Company in general meeting and accordingly, **RESOLVES**

**THAT**

1 In accordance with section 641 of the Companies Act 2006, the Company's share capital be reduced with effect from the date this resolution is filed with the Registrar of Companies by £350,000,000, representing the total amount paid up on 350 million redeemable ordinary shares issued and fully paid up each to the amount of £1 (the **Ordinary Shares**), and that this total amount be repaid to National Americas Holdings Limited

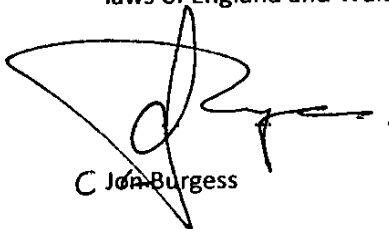
2 In accordance with section 641 of the Companies Act 2006, any liability for share capital on the Ordinary Shares be extinguished and the Ordinary Shares be cancelled with effect from the date this resolution is filed with the Registrar of Companies

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a member entitled to vote on the Special Resolutions on 21 September 2012, hereby irrevocably agrees to the Special Resolutions

Signed on behalf of National Americas Holdings Limited ("**NAHL**"), a company incorporated in England and Wales, by Jon Burgess, being a director of NAHL who, in accordance with the laws of England and Wales, is acting under the authority of the Company



C Jon Burgess

21 September 2012

WEDNESDAY



LD2

\*L11RSBKZ\*

03/10/2012

#5

COMPANIES HOUSE

## NOTES

1 You can choose to agree to all the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version using one of the following methods:

- By Hand. delivering the signed copy to Bernadette Lewis at 88 Wood Street, London EC2V 7QQ
- Post returning the signed copy by post to Bernadette Lewis at 88 Wood Street, London EC2V 7QQ
- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Bernadette.Lewis@eu.nabgroup.com Please enter "Written resolutions dated August 2012" in the email subject box

You may not return the Special Resolutions to the Company by any other method

If you do not agree to the Special Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement

3 Unless, by [ ], sufficient agreement has been received for the Special Resolutions to pass, it will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document