

TUESDAY



LD1 *L23JAZUJ* #8
05/03/2013
COMPANIES HOUSE

Company number 4795756

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NORTHERN TRUST GLOBAL SERVICES LIMITED ("Company")

4 March 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as an ordinary resolution ("**Ordinary Resolution**") and resolution number 2 is passed as a special resolution ("**Special Resolution**") (together ("**Resolutions**"))

1. ORDINARY RESOLUTION

FOR AGAINST

To declare a final dividend of €19,205,000 in respect of the year ended 31 December 2011. This dividend will be paid on 5 March 2013 to the holders of ordinary shares at 12.00 pm on 4 March 2013

X

2. SPECIAL RESOLUTION

FOR AGAINST

That the issued share capital of the Company be reduced from €158,091,000 to €142,292,483 by cancelling and extinguishing 15,798,517 of the issued ordinary shares of €1 each in the Company, each of which is fully paid up.

X

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 4 March 2013, hereby irrevocably agrees to the Resolutions

Signed by JANE KARPINSKI, a
director of NORTHERN TRUST
HOLDINGS LIMITED



Date

4 March 2013

NOTES

1 If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return the signed version either by hand or by post to Matthew Wright, Northern Trust, 50 Bank Street, London, E14 5NT

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

If you do not agree to the 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 Resolutions, you may not revoke your agreement.

3 Unless, by 31 March 2013 sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.