

Company number 4795756

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**NORTHERN TRUST GLOBAL SERVICES LIMITED (the "Company")**

2 August 2017

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, resolution 2 is passed as a special resolution and resolution 3 is passed as a special resolution (together the "Resolutions")

**1. ORDINARY RESOLUTION**

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of €257,707,517 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 August 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**FOR** **AGAINST**

✓	
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**2. SPECIAL RESOLUTION**

THAT article 4 of the articles of association of the Company is deleted and replaced with the following article:

**FOR** **AGAINST**

✓	
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4. The Company shall have no cap on share capital.



### 3. SPECIAL RESOLUTION

FOR      AGAINST

THAT article 5 of the articles of association of the Company be amended by deletion of the words '30 September 2013' and their replacement by the words '1 August 2022' and by deletion of the words 'US \$99 and EUR €241,909,000' and their replacement by the word '€257,707,517'

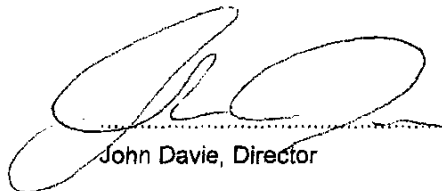
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### AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 2 August 2017, hereby irrevocably agrees to the Resolutions:

Signed on behalf of Northern Trust  
Holdings Limited

  
John Davie, Director

Date

2 August 2017

### NOTES

1. If you wish to vote in favour of a Resolution please put an 'X' in the For box next to the Resolution. If you wish to vote against a Resolution please put 'X' in the Against box next to the 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 the Company Secretary, Northern Trust Global Services Limited, 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 the end of 29 August 2017, 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.