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COMPANIES HOUSE

Company no. 4795756

## THE COMPANIES ACT 2006

## A PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

## OF

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

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Passed on the 23<sup>rd</sup> day of March 2018

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Resolution in writing of the sole shareholder of the Company made pursuant to Article 17 of the articles of association and Chapter 2 of Part 13 of the Companies Act 2006.

We, Northern Trust Holdings Limited, being the sole shareholder of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby adopt the following special resolutions (the "**Resolutions**") by way of written resolutions and agree that they shall be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTIONS**

1. **IT WAS RESOLVED** that the Company be re-registered as a public company under Part 7 of the Companies Act 2006 by the name of Northern Trust Global Services PLC (the "**Re-registration**").
2. **IT WAS RESOLVED** that the articles of association in the form annexed to the Resolutions be and is adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, with effect from the Re-registration, which would take effect when the registrar of companies issued a certificate of incorporation under section 92(2) of the Companies Act 2006.

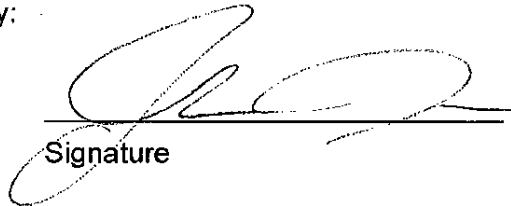
[Signature page follows]

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

The undersigned, being the sole shareholder entitled to vote on the Resolutions on the circulation date hereby irrevocably agrees to the Resolutions.

For and on behalf of  
**Northern Trust Holdings Limited**  
as the sole shareholder of the Company

By:



Signature

Full name of above (print): John Davie

Date: 23 March 2018

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company.
2. If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to pass, they will lapse on the 28<sup>th</sup> day after the circulation date. If you agree to the Resolutions, please ensure that your agreement reaches us before or by this date.