

FRIDAY



LD5 07/10/2011 71  
COMPANIES HOUSE

Company number 5148195

**THE COMPANIES ACTS 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBER'S WRITTEN RESOLUTION**  
**of**  
**CREDIT SUISSE ONE CABOT SQUARE NUMBER 2 (UK) LIMITED**  
**(the "Company")**

Date: 21/9/11

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution which is proposed as a special resolution (the "resolution"):

**SPECIAL RESOLUTION**

that, we, being the sole member of the Company for the time being entitled to receive notice to attend and vote at general meetings, hereby:

- (i) approve, confirm and ratify all acts done or purported to be done by the directors of the Company in relation to the transfer by way of an interim distribution in specie (the "**Distribution in Specie**") of the Company's interest in a finance lease that was in place between the Company, Credit Suisse One Cabot Square Number 1 (UK) Limited, Credit Suisse One Cabot Square Number 3 (UK) Limited, and Barclays as landlords with Credit Suisse One Cabot Square (Luxembourg) SARL ("**CSOCS (Lux) SARL**") as tenant dated 31 March 1992, declared and paid by the directors of the Company on 29 June 2011;
- (ii) agree and confirm that the Distribution in Specie shall for all purposes be as valid and effective as if it had been approved by the sole member of the Company at a general meeting of the Company duly convened and held; and
- (iii) approve and confirm that the sole member of the Company, CSOCS (Lux) SARL, be and is hereby released from any liability to return to or account to the Company for any asset or benefit transferred to CSOCS (Lux) SARL pursuant to the Distribution in Specie.

Please read the notes below before signifying your agreement to the resolution

The undersigned, a person entitled to vote on the above resolution on 21/9/11, hereby irrevocably agrees to the resolution.

Signed by **BERND SCHMIDT-HARTIG**  
**ANDREAS MANGRICH**  
(print name of signatory)

Signature

for and on behalf of **CREDIT SUISSE ONE CABOT SQUARE (LUXEMBOURG) SARL**

Date: 21/9/11

**Notes<sup>1</sup>**

- 1 If you agree with the resolution, please signify your agreement by signing and dating this document and returning it to the Company Secretary at One Cabot Square, London E14 4QJ by 20/10/11. If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
  - 2 Unless, by 20/10/11, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
  - 3 Your agreement to the resolution, once signed and received by the Company, may not be revoked.
  - 4 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.
  - 5 For a special resolution to be passed, members representing 75 per cent of the total voting rights of eligible members of the Company must consent to the resolution being passed by 20/10/11.
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