

Company number: 05837446

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
BIBBY FINANCE 1 LIMITED
("Company")

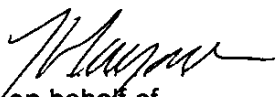
Circulation date: 6 JULY 2011

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as a special resolution of the Company

SPECIAL RESOLUTION

THAT the paid up share capital of the Company be reduced from £103,634,903 divided into 103,634,903 ordinary shares of £1 each into 103,634,903 ordinary shares of £0 0001 each and that such reduction be effected by reducing the nominal amount of each of the Company's issued shares from £1 to £0 0001 by £0 9999 of the paid up capital value of each of the issued shares of £1 in the capital of the Company being cancelled

The undersigned, being the sole person eligible to vote on the above resolution on the Circulation Date hereby irrevocably agrees to each of the resolution



For and on behalf of
Bibby Financial Services Limited

Date **6 JULY** 2011

THURSDAY



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COMPANIES HOUSE