

Company No 06097517

WRITTEN RESOLUTIONS
of
SECURITIES LENDING SERVICES GROUP LIMITED (the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006

Circulation date 2008

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that

Resolution 1, and 2 below are passed as ordinary resolutions and Resolution 3 below is passed as a special resolution of the Company

Ordinary resolutions:

1 THAT in addition to all existing authorities, the directors from time to time of the Company be hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "1985 Act") to allot relevant securities (as defined in section 80 of the 1985 Act) up to an aggregate nominal amount of £177,800 for the period expiring on the fifth anniversary of the passing of the resolution (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired), and

2 THAT each of the issued and unissued shares of £1 00 each in the capital of the Company be subdivided into 10 (ten) shares of £0 10 each in the capital of the Company, resulting in (a) 8,478,600 issued 'A' Ordinary Shares of £0 10 each in the capital of the Company and, 16,521,400 unissued 'A' Ordinary Shares of £0 10 each in the capital of the Company, (b) 4,005,320 issued 'B' Ordinary Shares of £0 10 each in the capital of the Company and, 20,994,680 unissued 'B' Ordinary Shares of £0 10 each in the capital of the Company, (c) 1,560,060 issued 'C' Ordinary Shares of £0 10 each in the capital of the Company and, 23,439,940 unissued 'C' Ordinary Shares of £0 10 each in the capital of the Company, and (d) 1,956,030 issued 'D' Ordinary Shares of £0 10 each in the capital of the Company and, 23,043,970 unissued 'D' Ordinary Shares of £0 10 each in the capital of the Company

Special Resolution:

3 THAT in addition to all existing powers, the directors from time to time of the Company be and are hereby generally empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94(2) of the 1985 Act) pursuant to the authority granted by Resolution 1 above (the "Authority") as if section 89(1) of the 1985 Act did not apply to any such allotment This power shall cease to have effect when the Authority is revoked or (if not revoked) expires but the Company may make an offer or agreement before expiry of this power which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

We, the undersigned, each being a member of the Company who at the date of circulation of this resolution would have been entitled to vote on the resolution, agree to the above resolution

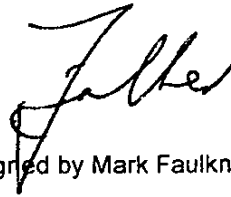
WEDNESDAY



A24 *A00580SA* #296
14/12/2011
COMPANIES HOUSE

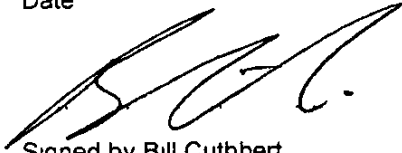


Signed by Duncan Calam as duly appointed
attorney of Ventry Nominees Limited



Signed by Mark Faulkner

Date



Signed by Bill Cuthbert

Date

Signed by Julian Pittam

Date

Signed by Will Duff Gordon

Date

Signed by Pamela Menzies

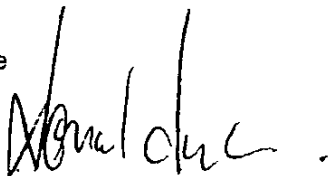
Date

Signed by Allan Moore

Date

Signed by Teresa Knox

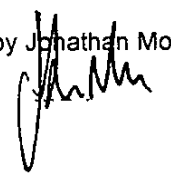
Date



Signed by Donal Smith

Date

Signed by Jonathan Morris



Date



Signed by Christopher Holmes

Date

Date

Notes

- (1) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by

Signed by Duncan Calam as duly appointed
attorney of Ventry Nominees Limited

Date

Signed by Mark Faulkner

Date

Signed by Bill Cuthbert

Date

Signed by Julian Pittam

Date

Signed by Will Duff Gordon

Date

Pamela Menzies

Signed by Pamela Menzies

07.11.08

Date

Signed by Allan Moore

Date

Teresa Knox

Signed by Teresa Knox

07-10-08

Date

Signed by Donal Smith

Date

Signed by Jonathan Morris

Date

Signed by Christopher Holmes

Date

Notes

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Signed by Duncan Calam as duly appointed
attorney of Ventry Nominees Limited

Date

Signed by Mark Faulkner

Date

Signed by Bill Cuthbert

Date

Signed by Julian Pittam

Date

Signed by Will Duff Gordon

W. Duff Gordon

Date 10 Oct 08

Signed by Pamela Menzies

Date

Signed by Allan Moore

Date

Signed by Teresa Knox

Date

Signed by Donal Smith

Date

Signed by Jonathan Morris

Date

Signed by Christopher Holmes

Date

Notes

- (1) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by

posting it to 2 Seething Lane, London EC3N 4AT marked for the attention of the company secretary

- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- (4) The resolution set out above must be passed before the end of 4 September 2008 otherwise it will lapse
- (5) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- (6) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document