
THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

JANE STREET FINANCIAL LIMITED

(the "Company")

Made pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date 7 March 2012

SATURDAY



A23 *A14DP857* #384
10/03/2012
COMPANIES HOUSE

WHEREAS

- (A) the board of directors of the Company has proposed the increase of the Company's authorised share capital by the creation of 180,000,000 United States dollar denominated shares of \$1.00 each,

We, the undersigned, being the sole member of the Company and being a member who would on the above-stated date be entitled to attend and vote at a general meeting of the Company, AGREE AND RESOLVE

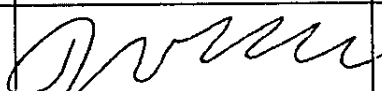
Ordinary Resolution

- 1 THAT the authorised share capital of the Company be increased by \$180,000,000 from \$20,000,000 by the creation of a further 180,000,000 shares of \$1.00 each and that the Board of Directors and Secretary of the Company be authorised to take such steps as are necessary or desirable to achieve this.
- 2 THAT, pursuant to section 550 Companies Act 2006, the Directors be and they are hereby unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of \$200,000,000
- 3 THAT the Company enter into a subordinated loan facility of \$50,000,000 and that the Board of Directors and Secretary be authorised to take such steps as are necessary or desirable to achieve this

Special Resolution

- 4 THAT article 3.1 of the articles of association of the Company be accordingly amended by deleting the existing article 3.1 and substituting therefore the following new article 3.1 as follows.

The authorised share capital of the Company at the date of adoption of these Articles is \$200,000,000 divided into 200,000,000 ordinary shares of \$1.00 each

Name of Shareholder	Signature	Date	Number of Shares	Percentage holdings of issued share capital
Jane Street Holding, LLC		7 March 2012	4,000,000	100%