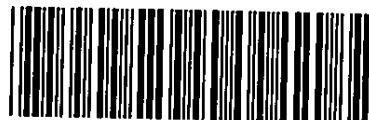


COMPANY NO. 06211806

TUESDAY



A24 *A4GY52QW* 29/09/2015 #62
COMPANIES HOUSE
A07 *A4FQ0HUJ* 11/09/2015 #148

JANE STREET FINANCIAL LIMITED
(THE "COMPANY")

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

CIRCULATION DATE: 28 August 2015

We, the undersigned, being the sole "eligible member" of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **RESOLVES** in accordance with article 5.3 of the Company's articles of association to pass the following resolutions:

1. Removal of Restriction on Authorised Share Capital Proposed as an Ordinary Resolution

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in clause 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

2. Authority to Amend the Company's Articles of Association Proposed as a Special Resolution

a) **THAT**, pursuant to section 21 of the Companies Act 2006, the Company's articles of association be amended so that articles 3.1 and 3.2 which read:

"3.1 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."

3.2 All unissued shares comprised in the authorised share capital of the Company at the date of adoption of these Articles are at the disposal of the directors, who are generally and unconditionally authorised for the purposes of Section 80 of the 1985 Act to exercise all powers of the Company to allot relevant securities of the Company to such persons, at such times and generally on such terms and conditions as they think fit except this general authority:

(a) does not permit the directors to allot relevant securities in an amount which is in excess of the unissued share capital of the Company at the date of incorporation of the Company; and

¹ By an ordinary resolution of the Company passed as a written resolution on 10 March 2009, the authorised share capital was increased by \$20,000,000 from £1,000 to \$20,000,000 plus £1,000 by the creation of 20,000,000 ordinary shares of \$1.00 each. By an ordinary resolution of the Company passed as a written resolution on 10 March 2009 the authorised share capital was altered from \$20,000,000 plus £1,000 to 20,000,000 by the cancellation of 1,000 ordinary shares of £1.00 each. By an ordinary resolution of the Company passed as a written resolution on 7 March 2012, the authorised share capital was increased by \$180,000,000 from \$20,000,000 to \$200,000,000 by the creation of 180,000,000 ordinary shares of \$1.00 each

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(b) unless previously renewed, varied or revoked by the Company in general meeting, will expire on the date which is five years from the date of Incorporation of the Company, save that the directors may, after this authority expires, allot relevant securities pursuant to an offer or agreement made by the Company before such authority expired."

are deleted; and

b) THAT, articles 3.3 and 3.4 are renumbered as article 3.1 and 3.2 respectively.

3. Authority to Allot Proposed as an Ordinary Resolution

THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

The undersigned, being a person entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agrees to the resolutions.

Signed:

for and on behalf of

JANE STREET GROUP, LLC

Date:

28 August 2015

NOTE

Unless sufficient agreement has been received within the period of 28 days beginning with the Circulation Date, these resolutions will lapse. If you agree to these resolutions, please indicate your agreement by signing this document where indicated above and return it to the Company within the aforementioned period.