

Company number 6262157

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
TULLETT PREBON (NO 3) LIMITED
(the "Company")**

Circulated on 14 December 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

"**THAT**, pursuant to Section 641(1)(a) of the Companies Act 2006, the share capital of the Company be reduced by reducing the share premium account of the Company from \$315,000,000 to nil, thereby cancelling and extinguishing the share premium account in its entirety then crediting the such amount to the profit and loss reserves of the Company "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



for and on behalf of

TULLETT PREBON INVESTMENT HOLDINGS LIMITED

Dated: 14 December 2010

TUESDAY



LEI1IPXM

LD5

14/12/2010

4

COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Pursuant to section 642 of the Companies Act 2006 the Resolution must be passed within 15 days of the date of solvency statement relating to the reduction of capital, therefore unless sufficient agreement has been received for the Resolution to be passed within 15 days after the date of the solvency statement, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period