

Company number 6524710

**THE COMPANIES ACT 2006**  
**PRIVATE LIMITED COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF ICAP US INVESTMENT COMPANY**  
**(THE "COMPANY")**

On 31 July 2014, the following resolutions, each having effect as a special resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006 were passed by the sole member of the Company

**RESOLUTIONS**

- 1 **THAT**, each of the 202 ordinary shares of USD 100 each in the issued share capital of the Company be subdivided into 20,200 ordinary shares of USD 1 00, having the rights and subject to the restrictions of the existing ordinary shares of USD 100 each (except as to nominal value)
- 2 **THAT**, subject to and conditional on passing Resolution 1, the issued share capital of the Company be reduced from USD 20,200 to USD 1 00 by cancelling and extinguishing 20,199 of the issued ordinary shares of USD 1 00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to distributable reserves
- 3 **THAT**, the amount of USD 1,252,668,000 standing to the credit of the share premium account of the Company, as at the date of this resolution, be cancelled

*DA Abrehan*

Deborah Abrehart, Director

for and on behalf of ICAP US Investment Company

