

Company No: 06752558

MONDAY



**IG FINANCE 5 Limited**  
(the "Company")

**Written Resolution of the Sole Member of the Company**

**Circulation Date: 1 June 2009**

The directors of the Company propose that the following resolution is passed as an ordinary resolution (the "**Ordinary Resolution**").

**Ordinary Resolution**

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**THAT**, the Company's share capital be converted from £501,000 divided into 500,000 A Shares of £1 each and 1000 Ordinary Shares of £1 each and ¥20,000,000,000 divided into 20,000,000,000 Yen Redeemable Ordinary Shares of ¥1 each to £501,000 divided into 500,000 A shares of £1 each and 1000 Ordinary Shares of £1 each and ¥20,000,000,000 divided into 20,000,000,000 Yen Non-Redeemable Ordinary Shares of ¥1 each.

The directors of the Company propose that the following resolution is passed as a special resolution (the "**Special Resolution**").

**Special Resolution**

**THAT**, the Memorandum and Articles of Association attached hereto and marked "Y" for the purposes of identification, be and are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for and to the entire exclusion of the existing Memorandum and Articles of Association of the Company.

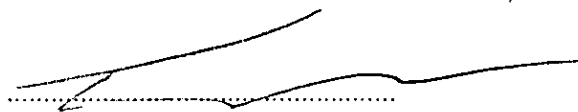
**Agreement**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together, the "**Resolutions**").

The undersigned, being a person entitled to vote on the Resolutions on 1 June 2009, hereby irrevocably agrees to the Resolutions:

Signed on behalf of Market Data Limited

Date

  
1 June 2009  
11:55 am

**NOTES:**

**1** If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Gareth Roberts, Group Financial Controller, IG Finance 5 Limited, Friars House, 157-168 Blackfriars Road, London, SE1 8EZ.

- **Post:** returning the signed copy by post to Gareth Roberts, Group Financial Controller, IG Finance 5 Limited, Friars House, 157-168 Blackfriars Road, London, SE1 8EZ.
  - **Fax:** faxing the signed copy to +44 207 896 0010 marked "For the attention of Gareth Roberts, Group Financial Controller".
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Gareth.Roberts@igindex.co.uk. Please enter "Written resolutions dated 3 June 2009" in the e-mail subject box.
- 2** If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 4** Unless, by midnight on the date which is 28 days from the date first stated above as the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.

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The above Resolutions were passed as a written resolution on 1 June 2009, the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company.



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[Chairman] [Secretary] [Director]