

Company Number: 00741598

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

IBM UNITED KINGDOM LIMITED

Passed 19 May 2014

By written resolution of the shareholder entitled to attend and vote at general meetings of the Company, passed on 19 May 2014 pursuant to the Company's Articles of Association, the following Resolutions were passed:

By way of Special Resolution:

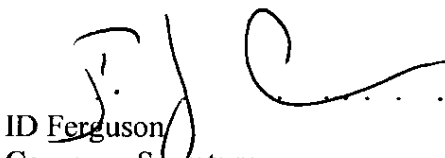
1 THAT two Ordinary shares of £1 in the authorised but unissued share capital of the Company be reclassified as additional Preference shares, as defined in the articles of association of the Company adopted on 17 May 1990, as amended on 30 December 2008

By way of Ordinary Resolution:

2 That the Directors be and are hereby unconditionally authorised, for the purposes of Section 551 of the Companies Act 2006, to allot the Ordinary shares hereby reclassified as Preference shares at any time during the five years from the date of this resolution

By way of Special Resolution:

3 THAT all and any rights of pre-emption with respect to the allotment and issue of any shares of the Company be hereby waived


ID Ferguson
Company Secretary

WEDNESDAY



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18/06/2014
COMPANIES HOUSE