

INCORPORATED UNDER THE COMPANIES ACT 1985

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

UBS UK HOLDING LIMITED

Passed 29 November 2011

THURSDAY



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AH88SZPN

01/12/2011

COMPANIES HOUSE

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By **MEMBER'S WRITTEN RESOLUTION**, circulated and agreed pursuant to and in accordance with the provisions of Chapter 2, Part I (represented by Sections 288 to 300D) of the Companies Act 2006, dated the 29th day of November 2011 the following Resolution was duly passed having effect as an **ORDINARY RESOLUTION** of the Company, namely

RESOLUTION

" that the Directors for the time being and from time to time be, and are hereby, authorised or empowered to issue Ordinary shares of £1 00 each (ranking pari passu in all respects with the issued Ordinary shares in the issued paid up capital of the Company then respectively existing) of the Company pursuant to the provisions of Section 550 of the Companies Act 2006 at such time(s) and price(s) to be paid up either wholly for a cash consideration or for any non-cash consideration(s) or partly for cash and partly for a non-cash consideration as they in their absolute discretion may deem appropriate, save only that no such shares shall be issued at a discount "

John S Mitchell-Hewson
Secretary