

Company No 02223073

WRITTEN RESOLUTION OF THE SOLE MEMBER OF

Barclays Aldersgate Investments Limited

(the "Company")

Circulation Date 4 June 2014

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")

THAT, the directors of the Company having on 4 June 2014 made a solvency statement under and in accordance with sections 642 to 644 of the Companies Act 2006, all the 1,384,732,700 Class B Preference Shares having a nominal value of £1 00 each and issued at no premium and all the 138,200 Class B Preference Shares having a nominal value of £1 00 each and issued at a premium of £3,999 each be cancelled and extinguished in full, with the result that the current issued share capital of the Company of £1,384,890,900 (comprising 1,384,870,900 Class B Preference Shares having a nominal value of £1 00 each and 20,000 ordinary shares having a nominal value of £1 00 each) is reduced to £20,000 (comprising 20,000 ordinary shares having a nominal value of £1 00 each) and the Company's share premium account is reduced from £552,661,800 to zero, on terms that the nominal value paid up on the Class B Preference Shares and the balance of the share premium account (being £552,661,800) be paid to the holder of the Class B Preference Shares

By Order of the Board

Director

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## AGREEMENT

Before signifying your agreement to the Resolution, please read the notes at the end of this document

The undersigned, the person entitled to vote on the Resolution on 4 June 2014, hereby irrevocably agrees to the Resolution

Signed on behalf of  
Barclays Group Holdings Limited



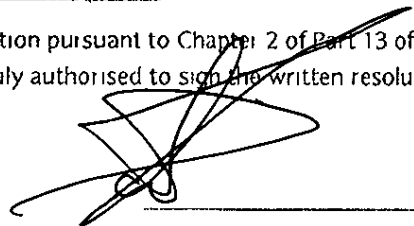
Date

4 June 2014

## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 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 Any alterations to this document should be clearly legible and initialled
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 5 Unless, by midnight on 1 July 2014, sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 4 June 2014, the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company



Director