

## Written Resolution under Companies Act 2006

Company Number 03769030

## WRITTEN RESOLUTION

of

GOLDMAN SACHS GROUP HOLDINGS (U.K.) (the "Company")

30 November 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions which are being proposed as special resolutions (the "Resolutions")

## SPECIAL RESOLUTION

THAT the rights and restrictions attaching to each of the issued preference shares of \$0.01 each in the capital of the Company be cancelled and each of the said shares be reclassified as an ordinary share of \$0.01 identical to and ranking pari passu and forming one uniform class with the ordinary shares of \$0.01 each in the capital of the Company

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being all the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the passing of the Resolutions and their having effect as special resolutions and consent to every variation or abrogation of the rights attaching to any class of shares in the capital of the Company involved in or proposed to be effected by the passing of the Resolutions

Signed by

on behalf of Goldman Sachs (U.K.) LLC

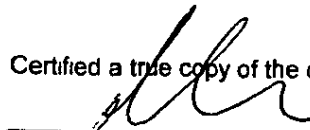


Director

30 November 2012

Date

Certified a true copy of the original

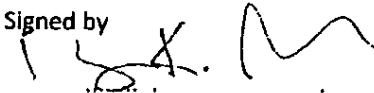


Mark Pearce

Chartered Secretary  
Daniel House  
133 Fleet Street  
London EC4A 2BB

Signed by

on behalf of The Goldman Sachs Group, Inc

~~Director~~ Executive Vice President and General Counsel

12/12/2012

Date

WEDNESDAY



\*R104DFLU\*

RM

19/12/2012

#89

COMPANIES HOUSE

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 Secretary at Peterborough Court, 133 Fleet Street, London EC4A 2BB
2. The document must be sent to the Company in hard copy form or in electronic form to [Mark.Pearce@gs.com](mailto:Mark.Pearce@gs.com)
- 3 A member's agreement to written resolutions, once signified, may not be revoked
- 4 If the Resolutions are not passed by the end of the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006) they will lapse