

**Written Resolution under Companies Act 2006**

**Company Number 03769030**

**WRITTEN RESOLUTION**

**of**

**GOLDMAN SACHS GROUP HOLDINGS (U.K.) (THE "Company")**

**9 July 2013 (the "Circulation Date")**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company proposed that the following resolutions be passed as special resolutions

**SPECIAL RESOLUTIONS**

**IT WAS RESOLVED THAT**

- 1 the company be re-registered as a private company limited by shares in accordance with the provisions of section 105 of the Companies Act 2006,
- 2 the name of the company be changed to Goldman Sachs Group Holdings (U K ) Limited, and
- 3 the articles of association set out in the document sent or submitted to every eligible member with this resolution and initialled by the chairman for the purpose of identification be adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association of the company



Secretary

*NB: The special resolution was passed on 9 July 2013.*

