



FILE COPY

CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF AN UNLIMITED COMPANY AS LIMITED

Company No. 3769030

The Registrar of Companies for England/Wales hereby certifies that

GOLDMAN SACHS GROUP HOLDINGS (U.K.)

formerly registered as unlimited has this day been re-registered under the Companies Act 2006 as limited by shares, under the name of

GOLDMAN SACHS GROUP HOLDINGS (U.K.) LIMITED

and its registered office is situated in England/Wales.

Given at Companies House on 9th July 2013



TUESDAY



LD1 "L2C7Z6VC" #50
09/07/2013
COMPANIES HOUSE



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES