

Company number
03834115

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF

BNP Paribas Investment Partners UK Holdings Limited (the **Company**)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006


By a written resolution dated 8th April 2011 , the sole member entitled to vote on the resolution on its circulation date agreed to the following resolution being passed as a special resolution

SPECIAL RESOLUTION

That the share capital of the Company be reduced by cancelling the sum of £0 999999999 ordinary shares of £1 00 in the capital of the Company



Director
Ingrid Furtado
DIRECTOR &
COMPANY SECRETARY



Director
Gary Hildrup
CEO UK, BNPP IP

THURSDAY



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14/04/2011

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COMPANIES HOUSE

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THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF

BNP Paribas Investment Partners UK Holdings Limited (the Company)

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

SPECIAL RESOLUTION

That the share capital of the Company be reduced by cancelling the sum of £0 999999999 per share of £1 00 each in the capital of the Company


DOCUMENTS ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement dated 8th April 2011 is attached to this resolution

AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible member on 8th April 2011 (the **circulation date**), irrevocably agrees to the resolution set out above

Signed by

... .. 
for and on behalf of BNP Paribas Investment Partners S A

Date 8th April 2011

The sole eligible member must signify their agreement to the proposed resolution as follows (i) **by hand**, by delivering a signed copy to Sharon Johal at 5 Aldermanbury Square, London EC2V 7BP, (ii) **by post**, by sending a signed copy to Sharon Johal at 5 Aldermanbury Square, London EC2V 7BP, or (iii) **by e-mail**, by sending a scanned signed copy of the resolution to sharon.johal@bnpparibas.com The sole eligible member must signify their agreement to the proposed resolution by the date referred to above. However, an eligible member who does not agree with the proposed resolution does not need to reply. Once the sole eligible member has signified their agreement to the proposed resolution, their agreement may not be revoked. The proposed resolution will lapse if it is not passed within the period of 28 days from and including the circulation date