

Company No. 04659491

PRIVATE LIMITED COMPANY

WEDNESDAY



WRITTEN SHAREHOLDER RESOLUTION
of
CITIGROUP CAPITAL HOLD CO UK LIMITED
(the "Company")
5 March 2014

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 (the Resolution):

SPECIAL RESOLUTION

It was proposed that the Company reduce its share capital from 10,001,000,000 ordinary shares of £0 01 to the sum of £1 00 by the cancellation at par of 10,000,999,900 ordinary shares of £0 01 each fully paid up in the capital of the Company

As a result of the capital reduction, the Company's Capital Contribution Reserve of £10,146,147 and the Share Premium Reserve of £98,311,607 will be converted in Distributable Reserves, and therefore the cancelled share less the deficit of the Distributable Reserves will be settled in full to its shareholder by the distribution of its net assets, at an amount equivalent to its fair market value, that comprise: (i) its investment in Citigroup Capital Investments UK Limited ("CCIUK"), and (ii) receivable account from CCIUK

AGREEMENT OF ELIGIBLE MEMBERS

The undersigned, COHM Overseas Mexico Holding, S. de R.L. de C.V., being the sole member of the Company eligible to vote on the Resolution on 5 March 2014 (the **circulation date**), hereby irrevocably agrees to the Resolution set out above:

Signed by

for and on behalf of
COHM Overseas Mexico Holding, S. de R.L. de C.V.
Date: 19th March 2014

Certified a true copy

SJ Cumming
Secretary
19/03/2014

NOTES

Notes:

- 1 The circulation date of this resolution is 5 March 2014. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
- 2 An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to the Company Secretary by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary or by email to simon.cumming@citi.com. An eligible member can also signify his or its agreement to the resolution by sending an email from his or its email address held by the company for such purposes to the Company Secretary at simon.cumming@citi.com identifying the resolution and indicating his agreement to such resolution.
- 3 Unless, within 28 days after the circulation date of this resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
- 4 A copy of this resolution has been sent to the auditors.