

Company number 08692306

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INVESCO TECHNOLOGIES HOLDINGS LIMITED (Company)

DATE 10 October 2014

WEDNESDAY



A28 15/10/2014 #146
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

SPECIAL RESOLUTION

1 **THAT** the articles of association of the Company be amended as follows

1 1 that the following definition be added to article 2 1

““secured institution” has the meaning given in Article 24 1(c),”

1 2 **THAT** the articles of association of the Company be amended by inserting a new Article 9 5 as follows

“9 5 The Company shall have no lien on any shares which have been charged by way of security to a “secured institution” and the provisions of this Article 9 relating to liens over shares shall not apply in respect of any such shares ”

1 3 **THAT** the articles of association of the Company be amended by inserting a new Article 24 1(c) as follows

“24 1(c) Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer -

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a “secured institution”), or
- (ii) is delivered to the Company for registration by a secured institution or its nominee in order to perfect its security over the shares, or
- (iii) is executed by a secured institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of

such shares to a secured institution or its nominee and no secured institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not ",

- 14 The Resolutions shall have effect notwithstanding any provisions of the Company's articles of association

The undersigned, being the person(s) entitled to vote on the Resolutions on 10 October 2014, hereby irrevocably agrees to the Resolutions


By MARK HOWELL

On behalf of
Invesco Software Holdings Limited

Date 10 October 2014
