

Written Resolution under Companies Act 2006

Company Number 02474901

WRITTEN RESOLUTION

of

GOLDMAN SACHS ASSET MANAGEMENT INTERNATIONAL (the "Company")

28 November 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution as a special resolution (the "Resolution")

SPECIAL RESOLUTION

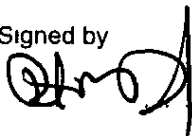
THAT the issued share capital of the Company be reduced from £2 and US\$1,695,081.23 divided into two Ordinary B Shares of £1 each and 988,000 Ordinary Shares of US\$1 each and 70,708,123 Preference Shares of US\$0.01 each to £2 and US\$988,000 divided into two Ordinary B Shares of £1 each and 988,000 Ordinary Shares of US\$1 each such reduction to be effected by cancelling and extinguishing all the said Preference Shares and the amount of standing to the credit of the Company's share premium account be cancelled upon terms that the Company shall pay to the holders thereof the sum of US\$70,000,000 in respect of all such shares held by them pro rata to the number of Preference Shares held and so that any rights which holders of Preference Shares may have to accrued dividends be hereby abrogated

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being all the members of the Company who would have been entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution and its having effect as a special resolution and consent to every variation or abrogation of the rights attaching to any class of shares in the capital of the Company involved in or proposed to be effected by the passing of the Resolution

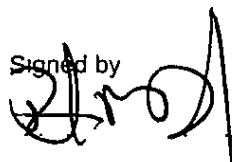
Signed by



on behalf of Goldman Sachs Group Holdings (U K)

Date

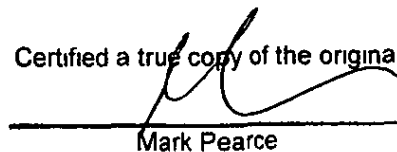
Signed by



on behalf of Goldman Sachs Holdings (U K)

Date

Certified a true copy of the original



Mark Pearce

Chartered Secretary
Daniel House
133 Fleet Street
London EC4A 2BB

WEDNESDAY



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05/12/2012

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COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company secretary at Peterborough Court, 133 Fleet Street, London EC4A 2BB
- 2 The document must be sent to the Company in hard copy form or in electronic form to Mark Pearce@gs.com
- 3 A member's agreement to written resolutions, once signified, may not be revoked
- 4 If the Resolution is not passed by the end of the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006) it will lapse