

Company Number: 00122953

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

IBM UNITED KINGDOM HOLDINGS LIMITED

Passed 29 June 2012

By written resolution of the sole shareholder entitled to attend and vote at general meetings of the Company, passed on 29 June 2012 pursuant to the Company's Articles of Association, the following Resolutions were passed:

By way of Special Resolution:

1 THAT two Ordinary shares of £1 00 each in the authorised but unissued share capital of the Company be reclassified as two additional Preference shares of £1 00 each, as defined in the articles of association of the Company, as amended.

By way of Ordinary Resolution:

2 That the Directors be and are hereby unconditionally authorised, for the purposes of Section 551 of the Companies Act 2006, to allot the two Ordinary shares hereby reclassified as two Preference shares at any time during the five years from the date of this resolution.

By way of Special Resolution:

3 THAT all and any rights of pre-emption with respect to the allotment and issue of any shares of the Company be hereby waived.

.....
ID Ferguson
Company Secretary

THURSDAY



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COMPANIES HOUSE