

**Written Resolution under Companies Act 2006**

**Company Number 01122503**

**WRITTEN RESOLUTION**

**of**

**GOLDMAN SACHS INTERNATIONAL BANK (the "Company")**

**25 APRIL 2013 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions which are being proposed as ordinary resolutions (the "**Resolutions**")

**ORDINARY RESOLUTIONS**

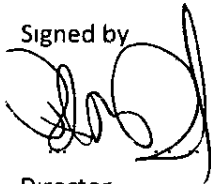
- 1 **IT IS RESOLVED THAT** following a capital injection of US \$1.2 billion the Company's share capital can be increased from 21,213,110 by the issue of 18,956,884 Ordinary Shares of £1.00 each in the capital of the Company,
- 2 **IT IS FURTHER RESOLVED THAT** the Directors be generally and unconditionally authorised to exercise all the powers of the Company to issue and allot relevant securities in accordance with section 551 of the Companies Act 2006. This authorisation shall expire on 23 May 2013.

**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 passing of the 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



Director

on behalf of Goldman Sachs Group Holdings (U.K.)

Certified a true copy of the original

  
Mark Pearce

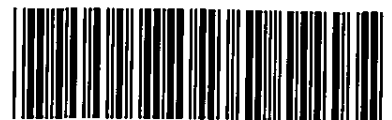
Chartered Secretary  
Daniel House  
133 Fleet Street  
London EC4A 3DF

Date

25<sup>th</sup> April 2013

COMPANIES HOUSE

WEDNESDAY



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01/05/2013

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