

Company Number: 00122953

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

IBM UNITED KINGDOM HOLDINGS LIMITED

SATURDAY



A11

17/07/2010
COMPANIES HOUSE

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Passed 30 June 2010

By written resolution of the sole shareholder entitled to attend and vote at general meetings of the Company, passed on 30 June 2010 pursuant to the Company's Articles of Association, the following Resolutions were passed:

By way of Special Resolution:


1 THAT three Ordinary shares of £1 in the authorised but unissued share capital of the Company be reclassified as three additional Preference shares, as defined in the articles of association adopted on 30 August 2006, as amended on 20 November 2006

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 three Ordinary shares hereby reclassified as 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