

**ALDERSGATE INVESTMENT MANAGERS HOLDINGS LIMITED**

**(Company No. 7787679)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as an ordinary resolution (the "**Resolution**")

**ORDINARY RESOLUTION**

**THAT** the Company's issued share capital of nominal value £1 00 per share be sub-divided into ordinary shares of nominal value £0 0001 per share

The undersigned, being persons entitled to vote on the Resolution on 20 February 2012, hereby irrevocably agree to the Resolution

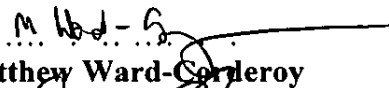
Dated 20 February 2012

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**David Bamber**

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**Steven Reece**

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**Matthew Ward-Corderoy**

.... 

**Richard Gordon**

**NOTES**

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand to David Whitehouse at Ropemaker Place Level 12, 25 Ropemaker Street, London EC2Y 9LY

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 29 February 2012, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

