

Company No. 07075792

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

RETAIL MONEY MARKET LIMITED

(the "Company")

22 April 2010

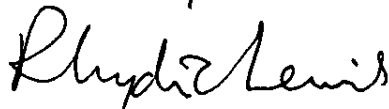
(the "Circulation Date")

We, the undersigned, being the persons who at the circulation date of this resolution have the right to attend and vote at a general meeting of the Company, and together holding not less than fifty per cent. of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolution of the Company, having effect as an ordinary resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006

ORDINARY RESOLUTION

- 1 "THAT the directors are unconditionally authorised, for the purposes of section 618 of the Companies Act 2006, to exercise all powers of the Company to reorganise its issued share capital by sub-dividing each of its 100 issued ordinary shares of £0 01 each into 10,000 ordinary shares of £0 000001 each "

Date. *22 April 2010*



Rhydian Lewis



Peter Bahrens

WEDNESDAY



A32 *A83NTPKA* 109
01/12/2010
COMPANIES HOUSE

NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand:** delivering the signed copy to the Directors at Retail Money Market Limited, Unit 327 Great Guildford Business Square, 30 Great Guildford Street, London SE1 0HS
 - **Post:** returning the signed copy by post to the Directors at Retail Money Market Limited, Unit 327 Great Guildford Business Square, 30 Great Guildford Street, London SE1 0HS
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to peter.behrens@rmmlimited.com. Please enter "Written resolutions dated 22 April 2010" in the e-mail subject box
- 2 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
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 4 Unless, by 20 May 2010, 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
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

RETAIL MONEY MARKET LIMITED

(the "Company")

Minutes of a meeting of the board of directors of the Company held at Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2 2HA on 22 April 2010 at 3 20 ~~am~~/p.m

PRESENT:

Peter Behrens
Rhydian Lewis

IN ATTENDANCE:

Alex Lewis, Ashurst LLP

1 NOTICE AND QUORUM

IT WAS RESOLVED that Peter Behrens be appointed chairman of the meeting

The chairman reported that due notice of the meeting had been given to each director and that a quorum was present Accordingly, the chairman declared the meeting duly convened and constituted

2 PURPOSE OF THE MEETING

The chairman reported that the purpose of the meeting was to consider and, if thought fit, approve the Company's reorganisation of its issued share capital, by sub-dividing each of its 100 ordinary shares of £0 01 each into 10,000 ordinary shares of £0 000001 each

3 DECLARATIONS OF INTEREST

3 1 Each of the directors named below declared the nature and extent of any interest, direct or indirect, in the proposed transaction or arrangement forming the business to be transacted by the meeting that he is required to declare pursuant to section 177 of the Companies Act 2006

3 2 It was noted that Rhydian Lewis and Peter Behrens had a direct interest in the business of the meeting due to their status as members of the Company

3 3 It was noted that pursuant to article 14(3)(b) of the articles of association of the Company, the directors so interested may vote and form part of the quorum in relation to the matter in which they are interested

4 PRODUCTION OF DOCUMENTS

There was produced to the meeting a shareholders' written resolution of the Company (the "**Written Resolution**") setting out a resolution necessary to authorise the sub-division of shares referred to in paragraph 2 above

5 WRITTEN RESOLUTION

5.1 IT WAS RESOLVED that the Written Resolution be approved and the secretary be authorised and instructed to propose and despatch the Written Resolution to Peter Behrens and Rhydian Lewis as the members of the Company entitled to receive it

5.2 The meeting was thereupon adjourned to allow the members to consider and if thought fit pass the resolution set out in the Written Resolution by signing the Written Resolution in the designated space

5.3 On the meeting being reconvened it was reported that the members had signed the Written Resolution and that accordingly the members' written resolution set out in the Written Resolution had been passed on 22 April 2010

6 SUB-DIVISION OF SHARES

The members having authorised the proposed sub-division of shares, IT WAS RESOLVED that each of the 100 ordinary shares of £0.01 each in the capital of the Company be sub-divided into 10,000 ordinary shares of £0.000001p each

7 FILING

Any director was instructed to make all necessary and appropriate entries in and amendments to the Books and Registers of the Company as a result of the sub-division of shares and to arrange for a form SH02 to be filed with the Registrar of Companies

8 CLOSE

There being no further business, the meeting closed


CHAIRMAN