

No 3880081

THE COMPANIES ACTS 1985 AND 2006

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COMPANY LIMITED BY SHARES

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RESOLUTION

of

BRIDGEPOINT CAPITAL GROUP LIMITED

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Passed 20 December 2011

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The following Resolution was duly passed as a Special Resolution at the EGM of the above-named Company duly convened and held at 30 Warwick Street, London W1B 5AL on Tuesday 20 December 2011

**SPECIAL RESOLUTION**

**THAT** the terms of a proposed contract between (1) BCG ESOT (Guernsey) Limited and (2) the Company providing for the right of the Company to purchase certain of its own shares be approved and authorised for the purposes of Section 694 of the Companies Act 2006 and otherwise

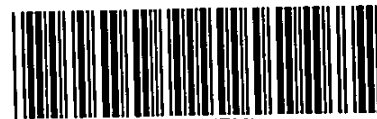


Director

4/1/12

Date

THURSDAY



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05/01/2012

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COMPANIES HOUSE