

EXECUTION VERSION

Company No. 25932

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING


of

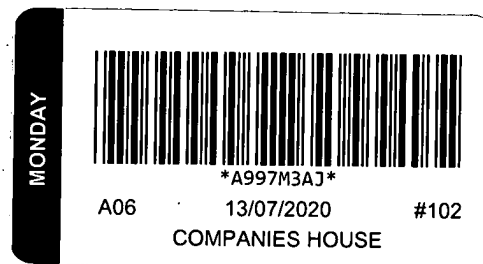
LCH LIMITED
(the "Company")

LCH Group Holdings Limited ("**LCH Group**"), being the sole member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVES**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT, subject to (i) any requisite regulatory approvals or non-objection having been obtained; and (ii) the LCH Group shareholders approving the Proposed Governance Changes, new articles of association, in the form of the annexed draft, be adopted in substitution for the Company's existing articles of association.

DocuSigned by:
Signed: 
Name: Daniel Maguire
For and on behalf of: LCH
Dated: 29 June 2020



NOTES:

1. The circulation date of this resolution is 29 June 2020. The resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign the resolution.
2. An eligible member can signify his or its agreement to the resolutions by either:
 - (a) signing the resolutions and delivering them to the Company by sending a scanned copy by email to the Company Secretary at simon.tutton@lch.com; or
 - (b) sending an email from the email address which the Company currently holds on record for such member to the Company Secretary at simon.tutton@lch.com, identifying the resolution and indicating his or its agreement to such resolution. For authentication reasons, emails sent from any other email address which signify a member's agreement to the resolution(s) without including a signed copy of the resolution(s) (as in option (a) above) will not be accepted as a valid vote for the resolution(s).
3. This resolution must be passed by 28 days from the date of circulation. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.
5. Capitalised terms used in the written resolutions and not otherwise defined herein shall have the meaning given in the circular to shareholders of LCH Group, published on or around the date hereof.