

**WRITTEN RESOLUTION**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

BNP Paribas U.K.Holdings Limited (the "**Company**")

We, being eligible members representing more than 75 per cent of the total voting rights of eligible members who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, 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** the issued share capital of the Company of be reduced from £1,227,000,000 to £50,000 by cancelling and extinguishing 1,226,950,000 of issued ordinary shares of £1 each and cancelling the share premium account of £219,575 and the total amount of £1,227,169,575 so cancelled be repaid to the holder of the ordinary shares.

Signed C. Penney

For and on behalf of BNP Paribas SA

Dated: 4.11.2019

Signed [Signature]

For and on behalf of BNP Paribas SA

Dated: 4.11.2019

TUESDAY



\*L8HMP08\*  
LD1 05/11/2019 #32  
COMPANIES HOUSE

**Notes:**

1. The circulation date of this resolution is 4 November 2019. 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 this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to the Secretary by hand or by sending a copy of the signed resolution in hard copy form by post to the Secretary or by e-mail to [lisa.marvin@uk.bnpparibas.com](mailto:lisa.marvin@uk.bnpparibas.com). An eligible member can also signify his or its agreement to the resolution by sending an e-mail from his or its e-mail address held by the company for such purposes to Lisa Marvin identifying the resolutions and indicating his agreement to such resolution.
3. This resolution must be passed within 15 days of the date of its circulation. If the resolution is not passed by such date, it will lapse. The agreement of a member to this resolution is ineffective if signed after this date.
4. A copy of this resolution has been sent to the auditors.