

Company Number: 3002705

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

ING INTERMEDIATE HOLDINGS LIMITED

(the "Company")

Pursuant to a written resolution of the sole ordinary shareholder of the Company passed, in accordance with Regulation 53 of Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) ("Table A"), which is incorporated into the Articles of Association of the Company, by way of special resolution pursuant to Regulation 35 of Table A, it was resolved

That, having received and reviewed a solvency statement signed by all of the directors of the Company pursuant to section 643 of the Companies Act 2006, the issued share capital of the Company be reduced by the sum of GBP 9,000,000

Signed


Company Secretary

Dated 23 December 2015

