

WEDNESDAY



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27/05/2015

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COMPANIES HOUSE

Company Number 3077349

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**DB Group Services (UK) Limited (the "Company")**

**IN ACCORDANCE WITH CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

**THAT**

Notwithstanding any provision to the contrary contained in the articles of association of the Company, we, DB UK Holdings Limited, being the only member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company, in the exercise of our overriding powers of management of the Company to authorise and direct the directors of the Company (the "Directors"), hereby RESOLVE BY WAY OF SPECIAL RESOLUTION OF THE COMPANY THAT

- (A) the Company approve and enter into the written plea agreement (the "**Written Plea Agreement**") in relation to the U S Department of Justice's proceedings under Title 18, Section 1343 of the United States Code (including in relation to any settlement proceedings) (the "**Proceedings**"),
- (B) the Company consent to the filing of the formal criminal charge (the "**Information**") by the US Department of Justice against the Company in relation to the Proceedings,
- (C) DB UK Holdings Limited considers that the actions referred to in (A) and (B) above would promote the success of the Company for the benefit of its shareholder,
- (D) the Directors may authorise any person or persons to sign on behalf of the Company the Written Plea Agreement and to represent the Company (and take action on the Company's behalf) in relation to the Proceedings and the Information,
- (E) the Directors may authorise any person or persons to sign or execute any other document or agreement and do all such acts and things as they consider necessary or desirable on behalf of the Company as may be requested by any director or member of the management board of the Company's ultimate parent undertaking, Deutsche Bank AG, in connection with the Proceedings and the Information,

- (F) any and all actions and omissions of the Directors and officers of the Company (and any attorney appointed by way of deed by the Company or any person otherwise authorised by the Company, as applicable) be hereby approved and ratified in relation to any settlement in relation to the Proceedings or otherwise in connection with the Proceedings and in relation to the Information or otherwise in connection with the Information,
- (G) any Director or any attorney appointed by way of deed by the Company or any person otherwise authorised by the Company, be authorised to give, sign and despatch all notices, requests, instructions, certificates and other documents and do all other things as he/she shall consider to be necessary or desirable in connection with the foregoing provisions of this resolution (including without limitation to execute and deliver any other document (including by way of deed) which he/she shall consider to be necessary or desirable on behalf of the Company in connection therewith), and
- (H) in relation to any Director who sits on the board of another company within the group whose ultimate parent undertaking is Deutsche Bank AG
  - (i) any such Director be authorised in relation to the matters covered by this special resolution (the "Authorised Matters") notwithstanding any conflict he or she may have by virtue of being a director on another such board,
  - (ii) any such Director may vote on, and be counted in the quorum in relation to, any resolution of the board of the Company that relates to the Authorised Matters and may receive any information and take part in any discussion in respect of the same, and
  - (iii) in the event that any such Director obtains confidential information in relation to the Authorised Matters, other than through his or her position as a Director, he or she will not be obliged to disclose it to the Company or use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence

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We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 293 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

**INFORMATION REQUIRED TO COMPLY WITH SECTION 293(4) OF THE COMPANIES ACT  
2006**

- 1 The sole member of DB Group UK Services (UK) Limited (the "**Company**"), DB UK Holdings Limited, has required the circulation by the Company of the attached resolution (to be proposed as a written resolution pursuant to section 288 of the Companies Act 2006) The resolution is to be passed as a special resolution
- 2 The circulation date of the written resolution is 22 April 2015 (the "**Circulation Date**")
- 3 Eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date
- 4 The procedure for signifying agreement by an eligible member to a written resolution is as follows
  - (I) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his agreement to the resolution
  - (J) The document must be sent to the company in hard copy form or in electronic form
  - (K) A member's agreement to a written resolution, once signified, may not be revoked
  - (L) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 5 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)



BENEDICT CRAIG

For and on behalf of DB UK Holdings Limited

Date 22 April 2018