

Company Number 03598221

E*TRADE UK

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

9 November 2012 (the "Circulation date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution")

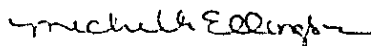
SPECIAL RESOLUTION

THAT the share capital and share premium account of the Company be reduced by paying off 6,732,456 ordinary shares of £0.01 each and the whole of the share premium account of the Company, resulting in the cancellation and extinguishment of 6,732,456 ordinary shares of £0.01 each, such amount being equal to US\$107,187.43, calculated with the exchange rate of 1.5921 on 9 November 2012, and the elimination of the share premium account in the amount of US\$31,007,995

AND THAT the amount by which the share capital and share premium account is reduced be credited to a distributable reserve of the Company

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD




Director



AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date
HEREBY IRREVOCABLY AGREE to the Resolution



Name Michelle Ellingson
duly authorised signatory
for and on behalf of
E*TRADE UK (Holdings) Limited

Dated 9 Nov 2012

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by returning the signed copy by post to 100 New Bridge Street, London, EC4V 6JA or attaching a scanned copy of the signed document to an e-mail and sending it to Richard Needham (richard.needham@bakermckenzie.com)
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the 28th day following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 6 A copy of this document was sent to the Company's auditors on the Circulation Date