

Company Number 03598221

E*TRADE UK LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

Circulation Date 24 September 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (together the "Resolutions")

SPECIAL RESOLUTIONS

- a) THAT the Company be re-registered as an unlimited company under the Companies Act 2006 by the name of "E*TRADE UK",
- b) THAT the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of s28 Companies Act 2006, are to be treated as provisions of the Company's articles of association, and
- c) THAT with effect from the date of the re-registration of the Company as an unlimited company under the Companies Act 2006, the articles of association of the Company contained in the document attached to these written resolutions and for the purposes of identification signed by the Chairman of the Board, be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all the existing articles of association of the Company

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

BY ORDER OF THE BOARD

Michelle Elkington

Director

WEDNESDAY



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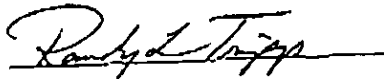
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COMPANIES HOUSE

AGREEMENT

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



E*TRADE UK (Holdings) Limited

Dated: 24 Sept 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@hbkermckenzie.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