

Deutsche Finance No.1 Limited
(the "Company")

Written Resolution of the sole Member of the Company

Circulation Date: 9 March 2012

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

Special Resolution

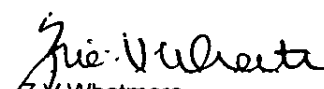
- A.** THAT, the directors of the Company having on 9 March 2012 made a solvency statement in accordance with section 643 of the Companies Act 2006, the share capital of the Company be reduced by cancelling and extinguishing 2,099,999 of the issued ordinary shares of €1 00 each in the capital of the Company together with associated share premium of €999 per share and returning it to the holder of the ordinary shares of the Company as appears in the register of members of the Company as at 9 March 2012 (the "**Return of Capital**"),
- B** THAT, immediately following and conditional on the cancellation referred to in paragraph A above becoming effective, amounts representing cancelled share capital be returned to the holders thereof as appear in the register of members of the Company as at 9 March 2012, by the payment of a dividend out of the reserve to which the Return of Capital gives rise of €2,099,999,000 00 in cash by the Company

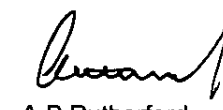
Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being persons entitled to vote on the Resolution on 9 March 2012, hereby irrevocably agree to the Resolution

Signed on behalf of Deutsche
Holdings No 2 Limited


Z V Whatmore
Director


A P Rutherford
Secretary

Date 9 March 2012

NOTES

- 1** If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2** If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3** Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4** Unless, within 28 days, sufficient agreement has been received for the Resolution to pass, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us before this time

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 9 March 2012, the signatories being duly authorised to sign the written resolution on behalf of the members of the Company who were entitled to vote on the Resolution on the date on which the Resolution was first circulated



T C McCarthy-Hockey
Director

MONDAY



LD1 12/03/2012 #5
COMPANIES HOUSE