

KLEINWORT BENSON GROUP LIMITED
(the "Company")
(Registered Number 7061507)

Written Resolutions of the sole member of the Company

Circulation date: 25 March 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (the "**Resolutions**") Resolution 1 is proposed as an ordinary resolution Resolutions 2 and 3 are proposed as special resolutions

ORDINARY RESOLUTION

- 1 THAT in accordance with section 618 of the Companies Act 2006, the 286,346,720 ordinary shares of £1 00 each in the capital of the Company in issue as at the date hereof be sub-divided into 28,634,672,000 ordinary shares of £0 01 each, such shares having the rights and being subject to the restrictions as set out in the articles of association of the Company and forming one class of share of the Company

SPECIAL RESOLUTIONS

- 2 THAT, subject to the passing of resolution 1 above and the directors of the Company having on 20 March 2014 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £286,346,720 00 to £2,863,467 20 by cancelling 28,348,325,280 of the issued ordinary shares of £0 01 each in the capital of the Company (being 99 per cent of the issued share capital of the Company) registered in the name of RHJ International S A
- 3 THAT article 5 1 1 of the Company's articles of association be amended to replace the words "one or more directors" with "two or more directors of the Company or any subsidiary of the Company" with immediate effect
- 4 THAT conditional on and effective from the completion of the acquisition by the Company of 91 per cent of the issued share capital of BHF-Bank Aktiengesellschaft, the articles of association attached to these Resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company


AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on 25th March 2014, hereby irrevocably agrees to all of the Resolutions

Signed by RHJ INTERNATIONAL S.A.

Date


25th March 2014

NOTES:

- 1** If you agree with the Resolutions 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 Resolutions, 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 Resolutions, you may not revoke your agreement
- 4** Unless, by midnight on 22nd April 2013, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time

Resolution 1 was passed as an ordinary resolution on 25th March 2014
Resolution 2 was passed as a special resolution on 25th March 2014
Resolution 3 was passed as a special resolution on 25th March 2014

In each case, the signatory being the sole member of the Company.



Company Secretary