

Credit Agricole CIB UK IH

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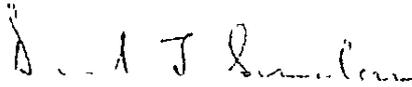
WRITTEN SPECIAL RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY

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

SPECIAL RESOLUTION

The share capital of the Company shall be reduced from £501,000,000 to £1,000,000 divided into 1 million ordinary shares of £1 each effective 11th July 2012 by cancelling and extinguishing the 500,000,000 ordinary shares of £1 each held by Crédit Agricole Corporate and Investment Bank and the amount by which the share capital is reduced shall be repaid to Credit Agricole Corporate and Investment Bank in cash

BY ORDER OF THE BOARD



David Sinclair, Coordination Officer
6th July 2012

SATURDAY

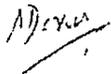


A04 *A1DNDL69* #351
21/07/2012
COMPANIES HOUSE

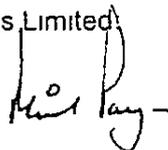
AGREEMENT

WE, THE UNDERSIGNED, being members of the Company entitled to vote on the Resolution proposed on 6th July 2012 representing not less than 75% of the total voting rights of all members of the Company entitled to vote on the Resolution on 6th July 2012, HEREBY IRREVOCABLY AGREE to the Special Resolution

for and on behalf of Credit Agricole CIB Holdings Limited



Dorai Subramanian
Director
6th July 2012



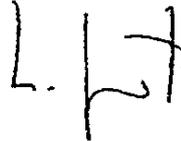
Michael Payne
Director
6th July 2012

Written Resolution of the Shareholders of Credit Agricole CIB UK IH

for and on behalf of Crédit Agricole Corporate and Investment Bank:

Antoine Bédin
Authorised signatory
Paris, 6th July 2012

Michel Lefort
Authorised signatory
Paris, 6th July 2012



NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to david.sinclair@ukh.ca-cib.com.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. The resolution would lapse if it were not agreed by 2nd August 2012 (being 28 days after the circulation date).