

Company No. 01910192

The Companies Act 2006
Fortis Prime Brokerage Limited
(the *Company*)

Member's Written Resolution

Proposed by the Board of Directors of the Company in accordance with section 291 of the Companies Act 2006

Circulated on 15 June 2010 (the *Circulation Date*)

In accordance with section 288 of the Companies Act 2006, we, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at general meetings, hereby pass the following resolution as a special resolution (the *Special Resolution*) and agree that such Special Resolution shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held.

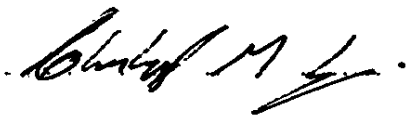
SPECIAL RESOLUTION

That, subject to the fulfilment of the applicable conditions precedent, including but not limited to the timely receipt of relevant legal and regulatory approvals, the merger between ABN AMRO Bank N V and Fortis Bank (Nederland) N V takes place with effect from 1 July 2010 and the name of the Company be changed to ABN AMRO Prime Brokerage Limited with effect from 00h01 on 1 July 2010

AGREEMENT

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

The undersigned, persons entitled to vote on the above Special Resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution



For and on behalf of **Fortis Holdings (UK) Limited**

Date 16 June 2010



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For and on behalf of **Fortis Holdings (UK) Limited**

Date 16 June 2010 ..