

Company number 5092129

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**NORTHERN TRUST EUROPEAN HOLDINGS LIMITED (the "Company")**

23 January 2019

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**").

**ORDINARY RESOLUTION**

1. THAT a final dividend in specie of €2,791,210 in respect of the year ended 31 December 2018 be paid immediately to the sole member of the Company, Northern Trust Corporation, which shall be satisfied by the transfer of 2,376,968 fully paid up shares of €1.25 each in Northern Trust Luxembourg Management Company SA.

**AGREEMENT**

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

Signed by Nancy Brown for, and on  
behalf, of Northern Trust Corporation

*Nancy Brown*

Date 23 January 2019

THURSDAY



RM \*R7XT8W6X\* #24  
24/01/2019  
COMPANIES HOUSE

#### NOTES:

1. If you agree to the resolution, please sign and date this document and return it to the Company using one of the following delivery methods:
  - **By hand.** Delivering the signed copy to Matthew Wright at 50 Bank Street, London, E14 5NT.
  - **Post.** Returning the signed copy by post to Matthew Wright at 50 Bank Street, London, E14 5NT.
  - **Email.** Attaching a scanned copy of the signed document to an email and sending it to [mw83@ntrs.com](mailto:mw83@ntrs.com).
2. If you do not agree with 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 by 20 February 2019, sufficient agreement is received for the resolution to pass, that resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.

The Directors  
Northern Trust Holdings Limited  
50 Bank Street  
London  
E14 5NT

23 January 2019

Dear Sir

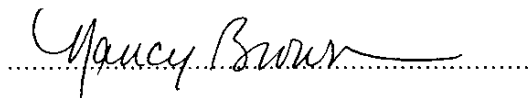
**Northern Trust Holdings Limited (Company No. 4795791) ("Company")**

I apply for the allotment and issue to The Northern Trust Company ("TNTC") of 3,881,100 ordinary shares of €0.7729767 each in the capital of the Company at a price of €0.7729767334 a share, ("Shares") subject to the Company's articles of association and the terms of this letter.

The amount payable by TNTC for the Shares applied for in this letter is to be satisfied by the contribution of 2,400,000 ordinary shares of €1.25 each in the capital of Northern Trust Luxembourg Management Company SA ("NTLMC") , being the entire issued share capital of NTLMC and which has a book value of €3,000,000.

I request and authorise you to enter my name in the Company's register of members as holder of the Shares and to send to me a share certificate in respect of the Shares issued pursuant to this application.

Yours faithfully,



**Nancy Brown, for and on behalf of  
The Northern Trust Company**



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\*L7XTBVVT\*  
24/01/2019  
COMPANIES HOUSE

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