

Jersey Financial  
Services Commission

Financial Services Commission
Registry
Received
- 7 JUN 2010
Date
KDR Implications <i>Not advised</i>
Date KDR Amended Initials
Risk Model Implications

COMPANIES (JERSEY) LAW 1991  
REGISTRATION OF A SPECIAL RESOLUTION.

I (Insert declarant's name)

**EVEN JOLLEY REPRESENTING OCHER CORPORATE DIRECTOR (JERSEY) 3 LIMITED**

a Director  Secretary  \* Tick as applicable

of the company named

Company Number **103781**

Name of Company

**DB ETC PLC**

hereby certify that the special resolution(s) detailed below/on the attached page(s) which have been initialled by me\*, was/were\* duly passed at a meeting of the company held on:

**25 MAY 2010**

Resolved that:

- Change of name
- Change of Articles
- Change of status
- Continuance
- Change of limited life company expiration time period
- Merger
- Change of shares
- Dissolution

\* Tick as applicable

Insert full resolution details **SEE ATTACHED CERTIFIED COPY OF RESOLUTION**

Signature

Date

*[Handwritten signatures]*

**02 JUN 2010**

**EVEN JOLLEY**

**PETER CAVEHOUSE**

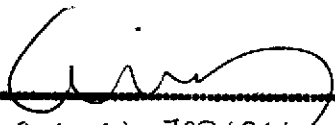


DTRYPSR

sonal data provided in this application will be used by the Commission - a data controller as defined in the Data Protection Act 1998 - to discharge its statutory functions under the Companies (Jersey) Law 1991, as amended, and it may be disclosed to third parties for those purposes. Further information may be found in the Commission's data protection policy, copies of which are available on request from the Commission and which may also be found on www.jerseyfsc.org. The Commission may seek to verify the information in this application.

I certify this to be a complete and accurate copy of the original document which has been presented before me.

### Resolutions in Writing of DB ETC Plc (the "Company")

  
Name **ELLEN JOLLEY**  
Date **2 JUNE 2010**  
Capacity **MANAGER**  
Firm **OGLESBY SERVICES**  
Contact Number **753689**

In accordance with article 95 of the Companies (Jersey) Law 1991 and the articles of association of the Company, we, being all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it if it had been proposed at a general meeting at which we were present, pass the following resolutions as special resolutions:

Article 2 of the memorandum of association of the Company is deleted and the following is inserted in its place:

2. The object of the Company is the issuance of one or more financial instruments and entry into certain other agreements and transactions in connection with such activity.

In connection with and ancillary to the object specified above:

- (i) enter into any derivative transactions or other similar arrangements such as swaps (whether interest, currency or any other type of swaps including on indices), credit derivatives, forward agreements in respect of any currencies, any assets (including securities or other underlying assets, with or without cash settlement), non-deliverable forwards, call options or put options in respect of any underlying assets (including currency, interest rates, indices, securities or any other asset) (such options being in the form of over-the-counter options or as warrants or represented by a global note or in any other form);
- (ii) incur any and all form of indebtedness from any party whatsoever (including but not limited to, any of its shareholders, or affiliate or subsidiary thereof) whether contingent or actual (including, but not limited to, guarantees, letter of credits, indemnities, reimbursements undertakings), in any currency whatsoever and for any duration (including but not limited to perpetual indebtedness) and give any participation or sub-participation in risk and/or funding;
- (iii) grant security in respect of all or part of any of its assets, in any form whatsoever, under any security agreement, pledge, mortgage, charge, deed, trust, fiduciary contract or any instrument providing, directly or indirectly, the same effect or result;
- (iv) enter into and/or carry out any and all transactions carried out in the international capital markets (including by its shareholders, or affiliate or subsidiary thereof) or arising out


of any euro-medium term note programme or euro commercial paper programme;

- (v) issue, redeem and/or buy-back financial instruments;
- (vi) take delivery of and hold any property, securities, commodities or any other assets in connection with the financial instruments and/or any agreement or transaction entered into by the Company with such parties in relation to any financial instrument; and
- (vii) transfer, sell or otherwise dispose of any property, securities, commodities or any other assets held by the Company in connection with the financial instruments and/or any agreements or transactions entered into by the Company with such parties in relation to any financial instrument in accordance with the terms thereof.

Notwithstanding the foregoing, it is hereby declared that the Company shall have unrestricted corporate capacity and nothing herein shall restrict the authority of the directors.


These resolutions may be signed in counterpart.

For and on behalf of  
Ogier Nominees (Jersey) Limited


Signed:   
Name: Peter Galehouse  
Title: Director

Date: 25 May 2010

For and on behalf of  
Ogier Nominees (Jersey) Limited


Signed:   
Name: Ellen Jolley  
Alternate Director  
Title:

For and on behalf of  
Reigo Nominees (Jersey) Limited

Signed:   
Name: Peter Galehouse  
Title: Director

25 May 2010.

For and on behalf of  
Reigo Nominees (Jersey) Limited

Signed:   
Name: Ellen Jolley  
Alternate Director  
Title: