

Company number 02225802

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION
of
MF GLOBAL HOLDINGS EUROPE LIMITED
(COMPANY NUMBER: 2225802)
(the "Company")

Date: 26 JUNE 2014 2014 (the "circulation date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the director of the Company proposes the following resolution as a special resolution (the "resolution").

- (a) That the amount standing to the credit of the share premium account of the Company being the sum of USD \$196,000,000 be cancelled and that the amount so cancelled be credited to a special reserve of the Company and that the full amount of that reserve be immediately set against the deficit appearing in the profit and loss account of the Company and that the director is and is hereby authorised generally to do all acts and things which she may consider appropriate to implement the foregoing.
- (b) That the share capital of the Company be reduced from USD \$272,359,996, divided into 272,359,996 shares of USD \$1 each, to USD \$1, divided into 1 share of USD \$1 each and that the amount of the reduction be credited to a special reserve of the Company to be immediately set against the deficit appearing in the profit and loss account of the Company and that the director is and is hereby authorised to do all acts and things which she may consider appropriate to implement the foregoing.

Please read the notes below before signifying your agreement to the resolution.

The undersigned, being the person entitled to sign the above resolution on the circulation date, hereby irrevocably agrees to the resolution

Signed by RICHARD KATE Signature [Signature]
(print name of signatory)

for and on behalf of MF Global Holdings Ltd

Date: June 26, 2014

WEDNESDAY



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COMPANIES HOUSE

Notes

- 1 Please find accompanying this resolution a copy of the solvency statement made by the director for the purposes of section 642 Companies Act 2006 and dated 26 JUNE 2014.
- 2 If you agree to the resolution, please signify your agreement by signing and dating this document and returning it to the Company Secretary at c/o MOFO Notices Limited, City Point One, Ropemaker Street, London EC2Y 9AW (together with a certified copy of any power or authority under which it is signed). If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 For the resolution to be passed, you must consent to the resolution being passed. However, for the proposed reduction to proceed, your agreement must be received within 15 days after the date of the solvency statement (as it is a specific requirement of the Companies Act 2006 that the solvency statement be dated no more than 15 days before the date of the special resolution to approve it).
- 4 Your agreement to the resolution, once signed and received by the Company, may not be revoked