



BNP PARIBAS

From: BNP Paribas Arbitrage Issuance B.V.  
Herengracht 537  
1017 B.V. Amsterdam  
The Netherlands

To: Deputy Principal Clerk of Session  
The Court of Session  
Parliament House  
Parliament Square  
Edinburgh  
EH1 1RF

Michael Livingston Esq  
Maclay Murray & Spens LLP  
Quartermile One  
15 Lauriston Place  
Edinburgh  
EH3 9EP

16 November 2015

Dear Sir/Madam,

**Petition presented to the Court of Session (the "Court") on 28 September 2015 by The Royal Bank of Scotland plc and BNP Paribas S.A. seeking sanction of a banking business transfer scheme between The Royal Bank of Scotland plc and BNP Paribas S.A. (the "Scheme").**

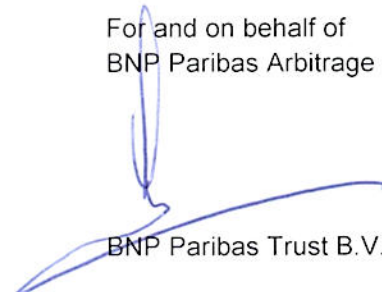
We refer to the Petition and to the Scheme.

We, BNP Paribas Arbitrage Issuance B.V., hereby confirm our consent to the Scheme and undertake to the Court to be bound thereby and to execute and do, or procure to be executed and done, all such documents, acts and things as may be necessary or desirable to be executed or done by us or on our behalf for the purpose of giving effect to the Scheme.


We should be grateful if you would draw this letter to the attention of the Court.

Yours faithfully

For and on behalf of  
BNP Paribas Arbitrage Issuance B.V.

  
BNP Paribas Trust B.V.

J.P. van der Ende



H.E. Sijssling