

Royal Bank of Canada Holdings (U.K.) Limited

Company number 1124733
(the "Company")

Resolution in writing of the member of the Company entitled to attend and vote at a general meeting to consider the following resolution, passed in accordance with Section 381A of the Companies Act 1985

That the terms of an agreement between the Company and RBC Finance BV for the purchase by the Company of 140,000,000 ordinary shares of US\$1 each and 20,912,767 ordinary shares of €1 each in the capital of the Company for a consideration of US\$140,000,000 and €20,912,767 be and are hereby approved and that the Company be authorised to enter into such a contract.



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CJH Fisher and RBC Finance BV

Date 29th October 2002

