

Company number 01124733

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ROYAL BANK OF CANADA HOLDINGS (UK) LIMITED (Company)

Circulated 03 October 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolutions 1, and 4 below are passed as ordinary resolutions (**together Ordinary Resolutions**); and
- resolution 5 below is passed as a special resolution (**together Special Resolution**)

#### ORDINARY RESOLUTIONS

1. **IT WAS RESOLVED THAT** the Directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law

(i) any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);

(ii) a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that for this purpose the Director in question and any other interested Director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted

2. **IT WAS RESOLVED THAT** if a matter, or office, employment or position, has been authorised by the Directors then.

(i) the Director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position,

Certified True Copy of Original

Company Secretary

TUESDAY



\*LH30U3RT\*

LD2

07/10/2008

100

COMPANIES HOUSE

3. **IT WAS RESOLVED THAT** a Director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the Directors (subject in any such case to any limits or conditions to which such approval was subject)
4. **IT WAS RESOLVED THAT** a Director is authorised to accept benefits from third parties subject but not limited to the specific terms of the RBC Code of Conduct and the RBC Financial group Enterprise-Wide Policy on Gifts & Entertainment

*[Signature]*  
JIM JACOMETTI - DIRECTOR  
6 October 2008