

Company Number 1124733

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

**COMPLIANCE STATEMENT**

**under Section 644(5) Companies Act 2006**

We, the directors of Royal Bank of Canada Holdings (UK) Limited (the "Company") confirm that the solvency statement dated 27 November 2012 made by us pursuant to sections 642-644 of the Companies Act 2006 was

- (a) made not more than 15 days before the date on which the special resolution relating to the reduction of share capital of the Company was passed by way of written resolution, and
- (b) provided to the sole member of the Company at the time at which the special resolution was submitted to it in accordance with the requirements of section 642(2) of the Companies Act 2006

This Compliance Statement is made on 29 November 2012

This Compliance Statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one Compliance Statement

Name STEPHEN KRAG

Signed



Name DAVID THOMAS

Signed

