

Company No. 01124733

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTIONS IN WRITING**  
of  
**ROYAL BANK OF CANADA HOLDINGS (U.K.) LIMITED**

We, being the Company's sole member who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 ("the CA 2006"), to pass the following resolutions which have been proposed as, in the case of resolution 1 and 2, as an ordinary resolution, and in the case of resolution 3, as a special resolution.

**ORDINARY RESOLUTION**

1. THAT the authorised share capital of the Company be increased from £410,000,000 to £510,000,000 by the creation of 100,000,000 shares of £1.00 each.
2. THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £115,641,564 for a period of five years from the date of the passing of this resolution the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTION**

3. THAT, subject to the passing of resolution 2, the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the general authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment, provided that the power conferred by this resolution will expire five years from the date of the passing of this resolution, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Signed



Ingrid S. M. Jacometti-Spoelder  
Managing Director  
For and on behalf of RBC Finance B.V.

Dated: 07 October 2009

Certified True Copy of Original

Jason Wright  
Company Secretary  
Royal Bank of Canada Europe Limited



LD5 20/10/2009 356  
COMPANIES HOUSE

TUESDAY

**NOTES:**

1. The circulation date of these resolutions is 07 October 2009. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to by hand or by sending a copy of the signed resolutions in hard copy form by post to Jason Wright, Company Secretary, Royal Bank of Canada Holdings (U.K.) Limited, at 71 Queen Victoria Street, London, EC4V 4DT; by fax to 02070297977 or by e mail to [jason.wright@rbccm.com](mailto:jason.wright@rbccm.com). An eligible member can also signify his or its agreement to the resolutions by sending an e mail from his or its e mail address held by the company for such purposes to [jason.wright@rbccm.com](mailto:jason.wright@rbccm.com) identifying the resolutions and indicating his agreement to such resolutions.
3. These resolutions must be passed by a period of 28 days beginning with the circulation date (s.297 CA 2006). If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.