

MISC

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

TUESDAY



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20/10/2009

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COMPANIES HOUSE