

**ROYAL BANK OF CANADA HOLDINGS (U.K.) LIMITED  
(THE COMPANY)**

**COMPANY NUMBER: 01124733**

**22 April 2021**

**WRITTEN RESOLUTION OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF THE  
COMPANIES ACT 2006**

**WHEREAS** the Company is the sole holder of 43,150,000 ordinary shares in Royal Bank of Canada Investment Management (U.K.) Limited (the '**Subsidiary**');

**WHEREAS** the Board of the Subsidiary having resolved in a Meeting dated 16<sup>th</sup> April 2021 to reduce the nominal value of each of the issued ordinary shares from GBP 1.00 to GBP 0.01;

**WHEREAS** a signed Solvency Statement on behalf of the Subsidiary had been presented confirming that the directors had formed the opinion that the Subsidiary was in a financial position to be able to discharge its liabilities as they fall due and within 12 months following the date of the making of the statement;

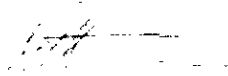
**WHEREAS** the Solvency Statement confirms that the Subsidiary will be able to discharge its debts in full within 12 months of the commencement of the proposed winding up of the Subsidiary;

**WHEREAS** the share capital reduction will result in a transfer of GBP 42,718,500 to the distributable reserves of the Subsidiary, representing part of the Company's holding in the Subsidiary.

**IT WAS HEREBY RESOLVED**

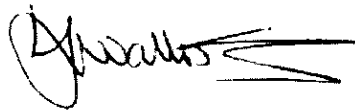
**THAT** the nominal value of each issued fully paid up ordinary share in the Subsidiary be reduced from GBP 1.00 to GBP 0.01 and the amount by which the share capital is so reduced be credited to the distributable reserves of the Subsidiary.





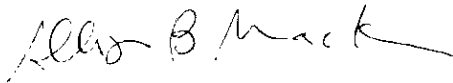
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Peter Dixon - Director



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Lisa Wallis - Director



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Allison Mackinnon - Director