

CONFIRMATORY STATEMENT UNDER S.644(5) C

Company No. 01548967

CITIGROUP GLOBAL MARKETS EUROPE LIMITED

(the "Company")

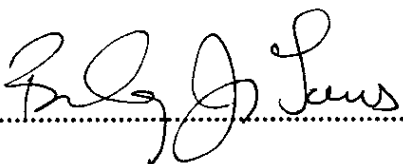
CONFIRMATORY STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 RELATING TO THE SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006 ON 12 JUNE 2017

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement made on 12 June 2017 pursuant to sections 643 and 642 of the Companies Act 2006:

- (a) was made not more than 15 days before the date on which the special resolution for reducing the Company's share capital was passed; and
- (b) has been provided to the sole shareholder in accordance with section 642(2) of the Companies Act 2006.

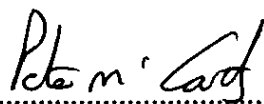
This statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one statement.

Signed by:



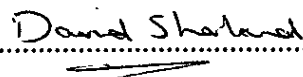
BRADLEY JAY GANS

Date 12. 6. 17



PETER MCCARTHY

Date 12-6-2017



DAVID IAN SHARLAND

Date 12/6/2017

Certified a true copy



**J.D. Roberts
Secretary**

12/6/17