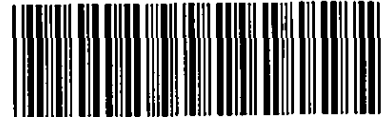


E* TRADE UK (HOLDINGS) LIMITED

(company number '03565369)

(the "Company")

THURSDAY



LD1

"L63AGLK0"

30/03/2017

#109

COMPANIES HOUSE

**STATEMENT OF COMPLIANCE MADE BY
THE SOLE DIRECTOR OF THE COMPANY**

This is a statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act").

I, the undersigned, being the sole director of the Company, hereby state that the solvency statement dated 30 March 2017 and made for the purposes of section 642 of the Act in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008), SI 2008/1915 and section 643 of the Act was:

1. made not more than 15 days before 30 March 2017, being the date on which the written resolution to reduce the share capital of the Company from £214,472.72 (being the Sterling equivalent of USDS266,933 as at 29 March 2017) to £1.00, by reducing the nominal value of each ordinary share of £0.01 each to £0.00000004662 each in the capital of the Company and by cancelling and extinguishing the entire share premium account of the Company (the "Capital Reduction") and that the amount arising upon the Capital Reduction, being USDS87,483,018 be credited to the profit and loss account of the Company, was passed as a special resolution; and
2. provided to the sole shareholder of the Company in accordance with section 642(2) of the Act, a copy of the solvency statement complying with section 643 of the Act having been sent to or submitted to the sole shareholder at or before the time at which the proposed resolution was sent or submitted to him.

Dated: 30 March 2017

Signed

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Michelle Ellingson

Director