

FORM OF DIRECTORS' STATEMENT AS REQUIRED BY S.644(5) CA 2006

RBS INVESTMENTS HOLDINGS (UK) LIMITED

Company Registration No: 03680023 (the Company)

12 May 2016

To The Registrar of Companies

**Capital reduction of the Company**

In accordance with section 644(5) of the Companies Act 2006, Richard John Lawrence, Philippa Jane Goodwin and Nicholas James Nunn, being all of the directors of the Company confirm that the solvency statement made by the directors of the Company on 12 May 2016 was

- (i) made not more than 15 days before the date on which the resolution for reducing the share capital was passed, and
- (ii) provided to the members in accordance with section 642(2) or (3) of the Companies Act 2006

Signed on 12 May 2016 by each of the directors of the Company

Richard John Lawrence

Philippa Jane Goodwin

Nicholas James Nunn

*[Handwritten signatures of Richard John Lawrence, Philippa Jane Goodwin, and Nicholas James Nunn]*

