

**RBS GROUP INVESTMENTS (UK) LIMITED**  
 ("Company")

**DIRECTORS' STATEMENT OF SOLVENCY**  
 (for the purposes of section 642 of the Companies Act 2006)

It is proposed that the Company effects the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 ("**Proposed Reduction**")

The share capital of the Company be reduced from £80,000 divided into 40,000 ordinary shares of £1 00 each and 40,000 preference shares of £1 00 each, to £40,001 divided into 1 ordinary share of £1 00 each and 40,000 preference shares of £1 00 each

We, Richard John Lawrence, Philippa Jane Goodwin and Nicholas James Nunn, being all the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Companies Act 2006

- 1 we have each formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and
- 2 it is intended to commence the winding up of the Company within 12 months of the date of this statement and we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up, and
- 3 should winding up of the Company not be commenced within twelve months of the date of the statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement, and
- 4 in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Companies Act 2006

Made and signed on 12 May 2016 by each of the above named directors of the Company

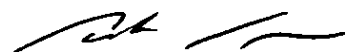
Richard John Lawrence



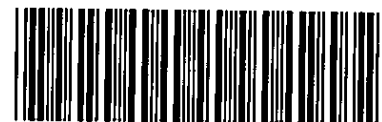
Philippa Jane Goodwin



Nicholas James Nunn



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