

Company Number 05233349

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

RBS GROUP INVESTMENTS (UK) LIMITED

(the "**Company**")

Circulated on 19 December 2016 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

"**THAT**, pursuant to section 641(1)(a) of the Act, the capital of the Company be reduced from £346,383,481 to £1 00 by cancelling and extinguishing 40,000 ordinary shares of £1 00 each in the capital of the Company and cancelling the entire amount standing to the credit of the Company's share premium account in the amount of £346,343,480 (recorded as a capital reserve in the Company's statutory accounts) (the "**Capital Reduction**") held in the name of RBS AA Holdings (UK) Limited, and that £346,383,480 arising upon the Capital Reduction be credited to the profit and loss account of the Company "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as a special resolution

... 

for and on behalf of

RBS AA HOLDINGS (UK) LIMITED

Dated: 19 December 2016

TUESDAY



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20/12/2016

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COMPANIES HOUSE

NOTES

- 1 Eligible members are the members of the Company who would have been entitled to vote on the Resolution on the Circulation Date
- 2 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 3 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 Pursuant to section 642 of the Act, the Resolution must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolution to be passed within 15 days after the date of the solvency statement, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period