**SANTANDER ASSET MANAGEMENT UK HOLDINGS LIMITED (THE COMPANY)****COMPANY NUMBER: 617484****STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (CA 2006) MADE ON 11 DECEMBER 2017**

We, the directors named below (being all of the directors of the Company as at the date of this statement, make the following statement under section 644(5) of the CA 2006.

As set out in the Special Resolution circulated to members on 11 December 2017, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 11 December 2017 and the resolution approving the reduction of capital (**Resolution**) was passed on the same day.

We confirm that:

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted.

Signed by:

ANTONIO FAZ

Date: 11 December 2017

LUIS-GARCIA AZQUIERDO

Date: 11 December 2017

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JORGE DE LA VEGA

Date: 11 December 2017

SANTANDER ASSET MANAGEMENT UK HOLDINGS LIMITED (THE COMPANY)

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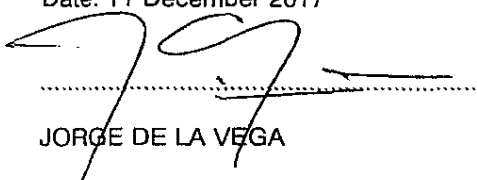
Signed by:

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LUIS-GARCIA IZQUIERDO

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