

**CONFIRMATORY STATEMENT UNDER S.644(5) CA 2006**

Company No 01548967

**CITIGROUP GLOBAL MARKETS EUROPE LIMITED**

**(the "Company")**

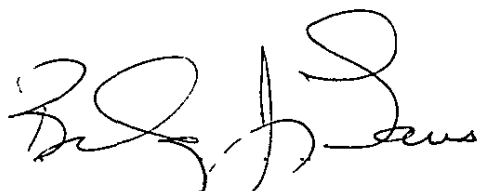
**CONFIRMATORY STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 RELATING TO THE SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006 ON 12 OCTOBER 2015**

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement made on 12 October 2015 pursuant to sections 643 and 642 of the Companies Act 2006

- (a) was made not more than 15 days before the date on which the special resolution for reducing the Company's share capital was passed, and
- (b) has been provided to the sole shareholder in accordance with section 642(2) of the Companies Act 2006

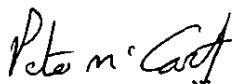
This statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one statement

Signed by



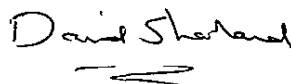
**BRADLEY JAY GANS**

Date 12 October 2015



**PETER MCCARTHY**

Date 12 October 2015



**DAVID IAN SHARLAND**

Date 12 October 2015

TUESDAY



LD1 13/10/2015 #52  
COMPANIES HOUSE