

**GOLDMAN SACHS HOLDINGS (U.K.) LIMITED (THE "COMPANY")****COMPANY NUMBER: 02611945****STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (CA 2006) MADE ON 29 AUGUST 2014**

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 written resolution circulated to members on 29 August 2014, 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 29 August 2014 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on 29 August 2014.

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 to him

Signed by

Dermot McDonogh

Date 29th August 2014

Petra Monteiro

Date 29th August 2014