

BMW (UK) CAPITAL PLC (THE COMPANY)

COMPANY NUMBER: 3114356

STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (CA 2006) MADE ON DECEMBER 2015

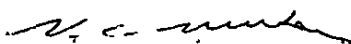
We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006

As set out in the notice of general meeting dated 27th November 2015, 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 December 2015 and the resolution approving the reduction of capital (**Resolution**) was passed at the general meeting held on 16th December 2015 (**General Meeting**)]

We confirm that

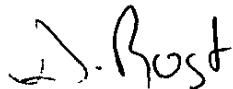
- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- A copy of the Solvency Statement was provided to members in accordance with section 642(3) of the CA 2006, that is, it was made available for inspection by members of the Company throughout the General Meeting

Signed by



Neil Wharton, Director

Date 16/12/15



Andreas Rost, Director

Date 19/12/15

