

Deutsche Finance No.2 (UK) Limited (the "Company")

**Compliance Statement
under Section 644(5) Companies Act 2006**

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

As set out in the written resolution circulated to members on 13 June 2016, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Companies Act 2006. The directors signed the solvency statement under section 643 of the Companies Act 2006 ("**Solvency Statement**") on 16 June 2016 and the resolution approving the reduction of capital ("**Resolution**") was passed as a Written Resolution on 16 June 2016

We confirm that

- (i) the Solvency Statement made not more than 15 days before the date on which the Resolution was passed, and
- (ii) a copy of the Solvency Statement was provided to the sole member of the Company at the time at which the proposed Written Resolution was submitted to them in accordance with the requirements of section 642(2) of the Companies Act 2006

This Compliance Statement is made on 16 June 2016

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

Name: D K Thomas

Signed

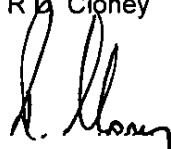


Date

16 JUNE 2016

Name: R D Cloney

Signed



Date

16 June 2016

Name: D Hackett

Signed



Date

16 JUNE 2016

FRIDAY



L59BQ1SH

LD1

17/06/2016

#43

COMPANIES HOUSE