

The Directors
St James's Place Partnership Limited
St James's Place House
1 Tetbury Road
Cirencester
Gloucestershire GL7 1FP

Direct Line 01285 878762 Direct Fax 01285 653993 e-mail kay fraser@sjp co uk

Dear Sirs

On 20 February 2014, St James's Place plc as the ultimate parent company of St James's Place Partnership Limited (incorporated in England and Wales with registered number 425649) agreed to take advantage of the exemption from statutory audit granted by section 479A of the Companies Act 2006 for St James's Place Partnership Limited in respect of the financial year ended 31 December 2013

Accordingly, in line with section 479C of the Companies Act 2006, St James's Place plc (incorporated in England and Wales with registered number 03183415) guarantees all outstanding liabilities of St. James's Place Partnership Limited as at 31 December 2013 until they are satisfied in full. This guarantee is enforceable against St James's Place plc by any person to whom St James's Place Partnership Limited is liable in respect of those liabilities.

Yours faithfully

Director

For and on behalf of St James's Place plc

20 February 2014



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