

**LEGAL & GENERAL OVERSEAS HOLDINGS LIMITED**

**(THE "COMPANY")**

**STATEMENT OF COMPLIANCE MADE IN ACCORDANCE WITH SECTION 644(5) OF THE  
COMPANIES ACT 2006**

We, the undersigned, being together all of the Company's directors, confirm that the solvency statement made by us in accordance with sections 642 and 643 of the Companies Act 2006 on 26 April 2016 was

- Made not more than 15 days before the date on which the resolution was passed, and
- Provided to the members of the Company in accordance with section 642(2)

This statement was made on 26 April 2016

Signed by

*Andrew Price*  
A Price  
*D Finch*  
D Finch

