

Company No. 02452917

Hermes Group Limited (the "Company")

Directors' statement pursuant to Section 644(5) of the Companies Act 2006

Background


The directors of the Company made a solvency statement (the "**Solvency Statement**") dated 11th July 2011 pursuant to Sections 642 and 643 of the Companies Act 2006, and the members of the Company resolved by written special resolution on 11th July 2011 (the "**Members' Resolution**") to approve a reduction of capital by the Company in accordance with Chapter 10 of Part 17 of the Companies Act 2006

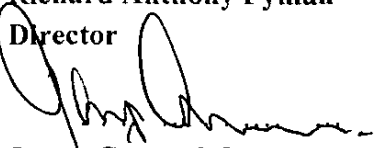
Confirmation


We, the directors named below (being all of the directors of the Company as at the date of this statement) hereby confirm that


- 1 the Solvency Statement was made not more than 15 days before the date of the Members' Resolution, and
- 2 the Solvency Statement was provided to the members of the Company in accordance with Section 642(2) of the Companies Act 2006

Dated 11th July 2011


Richard Anthony Pyman
Director


James Gerrard Cannon
Director


George David Clark
Director


Ann Elizabeth Downie
Director

16631077

TUESDAY



LD1 12/07/2011
COMPANIES HOUSE

93