


**ING INTERMEDIATE HOLDINGS LIMITED**  
(the "Company")

**STATEMENT PURSUANT TO SECTION 644(5) OF THE COMPANIES ACT 2006**

This is the statement required to be produced by the Company pursuant to section 644(5) of the Companies Act 2006 (the "Act") in relation to the solvency statement (the "Solvency Statement") produced pursuant to section 643 of the Act for the purposes of section 642 of the Act in connection with the proposed GBP 883,991,258 reduction in the share capital of the Company (the "Capital Reduction")

We, being all of the directors of the Company, hereby confirm that the Solvency Statement was made not more than 15 days before the special resolution of the sole shareholder approving the Capital Reduction was passed, and it was passed to the sole member of the Company in accordance with section 642(2) of the Act

Signed.....  
Greg John Richardson

Signed.....  
Adrian Neil Marsh

**Dated: 8 December 2014**



COMPANIES HOUSE



RM

12/12/2014

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