

COMPANY NUMBER 3347383

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED (the "Company")

Statement In Compliance With Section 644(5) Companies Act 2006

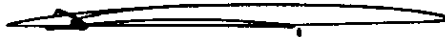
On 10 October 2012, all the directors of the Company made a solvency statement in accordance with the provisions of section 643 of the Companies Act 2006 (the "Solvency Statement")

On 10 October 2012, the Company passed a special resolution pursuant to section 642 of the Companies Act 2006 for the reduction of its share capital (the "Resolution")

We, being all the directors of the Company, hereby confirm that the Solvency Statement was

- 1 made not more than 15 days before the date on which the Resolution was passed, and
- 2 provided to the sole member of the Company in accordance with section 642(2) of the Companies Act 2006

Made on 10 October 2012 by



Julian Ide
Director



Paul Nathan
Director

