

**STATEMENT OF COMPLIANCE BY THE DIRECTORS IN RELATION TO A REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 644 OF THE COMPANIES ACT 2006**

DATED: 20 November 2014

Company Name: THOMSON FINANCIAL (HOLDINGS) LIMITED ("the Company")

Company Number: 03863253

We, Stuart Nicholas Cobin, Susan Louise Jenner and Peter Thorn, being all the directors for the time being of the Company state as follows:

1. That the Company has passed a Special Resolution for a reduction of capital pursuant to the provisions of Sections 642-644 of the Companies Act 2006.
2. That the Special Resolution for the reduction of capital was passed on 20 NOVEMBER 2014.
3. That the Solvency Statement in connection with the reduction of capital made by the directors pursuant to the provision of Section 643 of the Companies Act 2006:
  - a) was made not more than 15 days before the date on which the resolution for the reduction of capital was passed; and
  - b) was provided to the members of the Company in accordance with the provisions of Section 642(2) of the Companies Act 2006.

Stuart Nicholas Cobin  
 Signed: *S.N. Cobin* Date: 20/11/2014

Susan Louise Jenner  
 Signed: *[Signature]* Date: 20/11/2014

Peter Thorn  
 Signed: *[Signature]* Date: 20/11/2014

Presenter name and address: Deloitte LLP, 2 New Street Square, London, EC4A 3BZ

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