

DIRECTORS' CERTIFICATE

SECURITIES LENDING SERVICES GROUP LIMITED

Company number 06097517
(the "Company")

Statement of compliance under section 644(5) of the Companies Act 2006 (the "Act") made on 1 February 2017

We, the directors named below (being all of the directors of the Company as at the date of this statement); make the following statement under section 644(5) of the Act

WHEREAS the Company proposes to reduce its share capital by means of the solvency statement procedure under section 642 of the Act and that the directors have signed a solvency statement under section 643 of the Act (the "**Solvency Statement**") on 1 February 2017 Further, a special resolution of the shareholders of the Company approving the reduction of share capital (the "**Resolution**") was passed as a written resolution on 1 February 2017

We confirm that

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Act, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to him

Signed by



Lance Uggle



Christopher McLoughlin

Date

01/02/2017

