

Company No SC188650

THOMSON SHEPHERD LIMITED

DIRECTORS' STATEMENT FOR THE PURPOSES OF SECTION 644(5) OF THE COMPANIES
ACT 2006

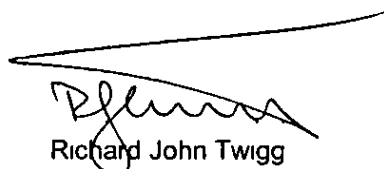
On 20 October 2011 Thomson Shepherd Limited (the **Company**) passed a special resolution to reduce its share capital (**Special Resolution**) The Special Resolution was supported by a solvency statement made by the Company's directors on 20 October 2011 (**Solvency Statement**)

We, being all of the directors of the Company, confirm, for the purposes of section 644(5) of the Companies Act 2006, that the Solvency Statement was

- (a) made not more than 15 days before the date on which the Special Resolution was passed, and
- (b) provided to members in accordance with section 642(2) of the Companies Act 2006

Signed by each of the directors on 20 October 2011


David John Cutter


Richard John Twigg

WEDNESDAY

