COPY SHAREHOLDER AGREEMENT TO EXEMPTION FROM AUDIT PURSUANT TO SECTION 479A OF THE COMPANIES ACT 2006 (THE "ACT")

UL Transaction Security Limited (the "Company") (Registered in Scotland with company number SC291076)

The following consent was provided by all of the shareholders of the Company on SEPTEMBER 2013:

That, further to UL S.å.r.l., the Company's parent company, having agreed to guarantee all of the outstanding liabilities to which the Company is subject at the end of 31 December 2012 until they are satisfied in full in accordance with section 479C of the Act, the Company be exempt from the requirements to prepare and file audited accounts pursuant to section 475 of the Act for the financial year ending 31 December 2012.

Director/Company Secretary

SATURDAY

SCT

14/09/2013 COMPANIES HOUSE

#21