

THE COMPANIES ACTS 1985 and 2006
PRIVATE COMPANY LIMITED BY SHARES

Company Number: 01661776
HERMES FUND MANAGERS LIMITED
(the "Company")

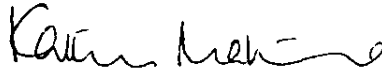
STATEMENT OF COMPLIANCE UNDER SECTION 644(5) of the COMPANIES ACT 2006

On 19 MARCH 2015


We, the directors named below (being all the directors of the Company as at the date of this statement), make the following statement under Section 644(5) of the Companies Act 2006

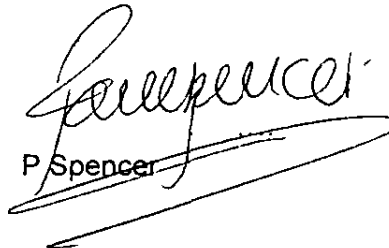
We confirm that

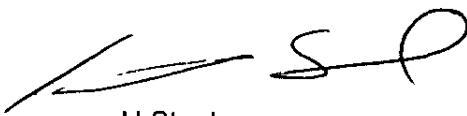
- The attached Solvency Statement was made not more than 15 days before the date on which the attached Special Resolution was passed
- A copy of the Solvency Statement was provided to members of the Company in accordance with Section 642(2) of the Companies Act 2006

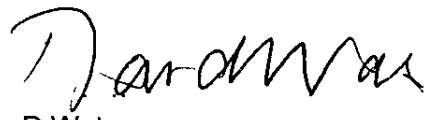

K Matthews


W McClory

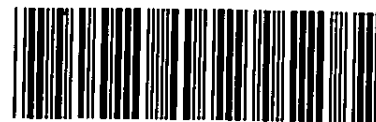

S A Nusselbeh


P Spencer


H Steel


D Watson

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