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21/03/2016

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COMPANIES HOUSE

LEGAL & GENERAL PENSIONS LIMITED**Company Number: 05935873 (the "Company")****STATEMENT OF THE DIRECTORS OF THE COMPANY**

made on 21 March 2016

- 1 This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 and has been signed by each of the directors of the Company
- 2 The directors of the Company as at the date of this statement confirm that the solvency statement dated 21 March 2016 and made for the purposes of section 642 of the Companies Act 2006 in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008 and Section 643 of the Companies Act 2006 was
 - (A) made not more than 15 days before 21 March 2016, being the date on which the written resolution that the share capital of the Company be reduced by cancelling and extinguishing 428,715,604 issued ordinary shares of £1 each was passed as a special resolution, and
 - (B) provided to its sole member in accordance with section 642(2) of the Companies Act 2006

This statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one statement

Signed

Nigel David Wilson, Director

Mark Julian Gregory, Director

Kerrigan William Procter, Director