

Statement to comply with Section 644(5) Companies Act 2006
WILLIS GROUP LIMITED
(Company number 00621757)
(the "Company")

4 October 2013

Introduction

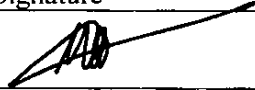
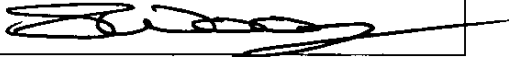
We refer to the written resolution of the sole shareholder of the Company dated 4 October 2013 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved a reduction to the amount credited to the Company's share premium account (the "**Reduction of Capital**")

Statement by the directors

We,

Stephen Hearn, and
Stephen Wood,

being all the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 4 October 2013 in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided in accordance with section 642(2) of the Companies Act 2006 to the Company's eligible member at the same time as the proposed Written Resolution was sent thereto

Name of Director	Signature
Stephen Hearn	
Stephen Wood	

THURSDAY



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