

JAMES FINLAY INTERNATIONAL HOLDINGS LIMITED

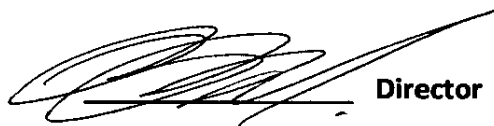
No. 1088739

MEMBERS AGREEMENT TO DISPENSE WITH THE NEED FOR AN AUDIT

In accordance with the provisions of Section 479A of the Companies Act 2006 we the undersigned Members holding in aggregate 100% of the issued share capital of James Finlay International Holdings Limited agree that the Company be exempt from the need to carry out an audit of its Report and Financial Statements for the year ended 31 December 2014

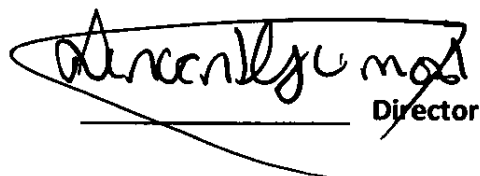
We note that the Company's parent company James Finlay Limited has provided a Guarantee in respect of the exception as required by Section 479C of the Companies Act 2006

James Finlay Limited



Director

James Finlay Management & Secretarial Services Limited



Director

17 September 2015

