THE COMPANIES ACT 2006 PRIVATE COMPANY LIMITED BY SHARES

Capita Hartshead Benefit Consultants Limited (the "Company")

Statement in compliance with section 644(5) Companies Act 2006

On 6 March 2018 the directors of the Company made a solvency statement in accordance with the provisions of section 643 of the Companies Act 2006 (the "Solvency Statement").

On 6 March 2018 the Company passed a special resolution pursuant to section 642 of the Companies Act 2006 for the reduction of its share capital (the "**Resolution**")

We, being all the directors of the Company, hereby confirm that the Solvency Statement was:

- 1 made not more than 15 days before the date on which the Resolution was passed; and
- 2. provided to the sole member of the Company in accordance with section 642(2) of the Companies Act 2006.

Made on 6 March 2018 by:

Simon Mayall, on behalf of Capita Corporate Director Limited

Director

Francesca Anne Todd

Director