

Statement to comply with Section 644(5) Companies Act 2006

NEUBERGER BERMAN EUROPE LIMITED

Company No. 05463227

(the "Company")

26 February 2016

Introduction

We refer to the written resolution of the sole shareholder of the Company dated 26 February 2016 (a copy of which accompanies this statement) (the "Written Resolution") which approved the cancellation of 115,000,000 ordinary shares of US\$1 each in the capital of the Company] and the consequent reduction in the Company's share capital (the "Reduction of Capital")

Statement by the directors

We,

Joseph Amato,

David Cruise,

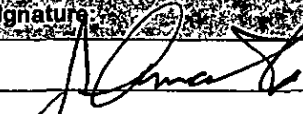
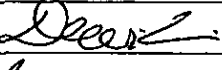
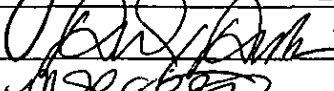


Drake Dubin,

Michelle Green,

Dirk Van Lomwel, and

Heather Zuckerman,

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 26 February 2016 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 sole shareholder at the same time as the proposed Written Resolution was sent to the sole shareholder

Name of Director	Signature
Joseph Amato	
David Cruise	
Drake Dubin	
Michelle Green	
Dirk Van Lomwel	
Heather Zuckerman	

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THURSDAY



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COMPANIES HOUSE

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David Cruise	
Drake Dubin	
Michelle Green	
Dirk Van Lomwel	
Heather Zuckerman	