

Henderson Holdings Group Limited
("the Company")

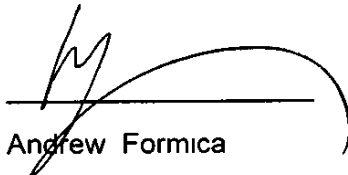
**STATEMENT BY THE DIRECTORS UNDER 644(5) OF THE COMPANIES ACT
2006**

In accordance with Section 644(5) of the Companies Act 2006, the Directors of the Company hereby confirm that the solvency statement passed on 14 October 2011 was

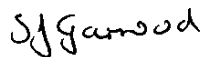
(a) made not more than 15 days before the date on which the resolution was passed, and

(b) provided to members in accordance with section 642(2) of the Companies Act 2006

Signed


Andrew Formica

Date 14 October 2011


Shirley Garrood

Shirley Garrood

Date 14 October 2011


Richard McNamara

Richard McNamara

Date 14 October 2011

FRIDAY



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14/10/2011

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COMPANIES HOUSE