

Company number: 08231660

**HENDERSON GROUP HOLDINGS ASSET MANAGEMENT LIMITED**

(the "Company")

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES  
ACT 2006 ("CA 2006")**

We, the Directors named below (being all of the Directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolution circulated to the members on 21 May 2021, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006.

The Directors signed the solvency statement under section 634 of the CA 2006 (the "Solvency Statement") on 21 May 2021 and the resolution approving the reduction of capital (the "Resolution") was passed as a written resolution on 21 May 2021.

We confirm that:

- (i) the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed; and
- (ii) a copy of the Solvency Statement was provided to the members in accordance with section 642(2) of the CA 2006.

**SIGNED BY:**

*Angela Seymour-Jackson*

Angela Seymour-Jackson

*Tim Gillbanks*

Timothy Gillbanks

*Roger Thompson*

Roger Thompson

*Richard M. Weil*

Richard Weil



*This Statement of Compliance may be signed by the Directors of the Company in any number of counterparts, all of which when taken together will constitute one Statement of Compliance.*