

DIRECTOR'S CERTIFICATE

of

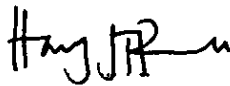
RETAIL MONEY MARKET LIMITED (the "Company") Reg. No 07075792

I, Henry Russell, a director of the Company, confirm that the following Special Resolution in relation to the reduction of share capital of the Company was passed by written resolution by the Members of the Company on the 14th March 2016

SPECIAL RESOLUTION

That the share premium account of the Company be reduced by £15,000,000 from £29,810,193 to £14,810,193 and the amount by which the share premium account is so reduced be credited to a reserve

Signed for and on behalf of the Company



DIRECTOR

Name in full (print)

HENRY RUSSELL

Date

15.3.2016



WRITTEN RESOLUTION
of
RETAIL MONEY MARKET LIMITED (the "Company") Reg. No 07075792
Circulated 9 March 2016 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Resolution and that the Resolution is passed as a special resolution (the "**Reduction of Share Capital Special Resolution**")

Attached to the email with which this written resolution was circulated is the solvency statement in the prescribed form, containing the information set out in section 643 of the CA 2006 dated 4 March 2016 and executed by the directors of the Company (the "**Solvency Statement**") The Reduction of Share Capital Special Resolution must be approved on or before **19 March 2016** which is the date 15 days from the date of the Solvency Statement, as required by law

SPECIAL RESOLUTION

That the share premium account of the Company be reduced by £15,000,000 from £29,810,193 to £14,810,193 and the amount by which the share premium account is so reduced be credited to a reserve.

AGREEMENT

Please note that your agreement will be included in the calculation of whether Consent Majority has been achieved for the purposes of the current shareholders' agreement between shareholders

The undersigned, a person entitled to vote on the above resolution on 9 March 2016, the Circulation Date, hereby irrevocably agrees to the Reduction of Share Capital Special Resolution

Signed

Name

Date

NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company **either** by hand by delivering the signed copy to Iain Purdy at the Company's head office (6th Floor, 55 Bishopsgate, London EC2N 3AS) **or** by emailing a scanned copy to **Shareholders@ratesetter.com** Please type "*Special resolution dated 9 March 2016*" in the email subject box If you do not agree to the resolution, you do not need to do anything You will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, this is irrevocable
- 3 Unless by *19 March 2016* sufficient agreement is received for the resolution to pass, it will lapse
- 4 In the case of joint holders of shares, only the vote of the person whose name first appears in the register of members will count
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document