

DIRECTOR'S CERTIFICATE

of

RETAIL MONEY MARKET LTD (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 8th December 2017.

SPECIAL RESOLUTION

That the share premium account of the Company be reduced by £13,441,194.05 from £13,441,194.05 to £0.00 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

Henry Russell
.....

DIRECTOR

Name in full (print)

HENRY RUSSELL
.....

Date

14/12/17
.....

SATURDAY



A6LFIW36
A26 16/12/2017 #39
COMPANIES HOUSE

WRITTEN RESOLUTION
of
RETAIL MONEY MARKET LTD (the “Company”) Reg. No 07075792
Circulated 30 November 2017 (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 29 November 2017 and executed by the directors of the Company (the “**Solvency Statement**”). The Reduction of Share Capital Special Resolution must be approved on or before **14 December 2017** 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 £13,441,194.05 from £13,441,194.05 to £0.00 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 30 November 2017, 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 electronically by following the DocuSign instruction or by signing and dating this document where indicated above and returning it to the Company **either** by hand by delivering the signed copy to Jo Bieda, the Company Secretary 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 30 November 2017*” 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 *14 December 2017* 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.