

Jefferies

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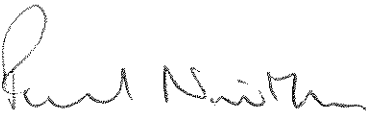
15 December 2014

The Board of Directors
COUNTRYWIDE PLC
17 Duke Street,
Chelmsford,
Essex CM1 1HP

Dear Sirs

We refer to the circular ("Circular") of today's date issued by Countrywide plc. We hereby consent to the issue of the Circular with the use of our name in the form and context in which it appears.

Yours faithfully,



Paul Nicholls
Managing Director

For and on behalf of
JEFFERIES INTERNATIONAL LIMITED