

Company No: 05919061

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SHL GROUP HOLDINGS 1 LIMITED
("Company")

**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY
SOLVENCY STATEMENT**
(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect the following capital reduction ("**Capital Reduction**") supported by a solvency statement made by the directors of the Company on 22 June 2015 pursuant to section 642 of the Companies Act 2006 ("**Solvency Statement**") to reduce the Company's share capital (with no return to shareholders) from £136,634,268 divided into 136,634,268 ordinary shares of £1.00 each to £1,000 divided into 1,000 ordinary shares of £1.00 each thereby increasing the distributable reserves of the Company to £136,542,106

We, being all the directors of the Company, confirm that

- 1 the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed; and
- 2 a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006

Signed on 22 June 2015 by each of the directors of the Company:

MARTIN DAVID FRANKS:

) Signature

MDF

DAVID EDWARD RYELL

) Signature

DER

WEDNESDAY



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SPE

24/06/2015

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