

**Statement of compliance made under section 644(5) Companies Act 2006**

**Company No 395284**

**Company: GKN Finance (UK) Limited**

**Date of this statement of compliance: 15 December 2010**

We, the directors named below being all the Directors of the above Company confirm that the solvency statement dated 15 December 2010 (in the form attached to this statement of compliance)

- (a) was made not more than 15 days before the date on which the written resolution circulated on 15 December 2010 for reducing the share capital of the Company was passed, and
- (b) was provided to every eligible member of the Company at or before the time at which that resolution was sent or submitted to him in accordance with section 642 (2) Companies Act 2006

Signed by



Robert Michael Allen

Dated 15 December 2010



Tanya Stote

Dated 15 December 2010



Rufus Alexander Ogilvie Smals

Dated 15 December 2010

