

Company No 1359829

DIRECTORS' STATEMENT
Pursuant to s644(5) Companies Act 2006

MTS GROUP HOLDINGS LIMITED
(the "Company")

This is a directors' statement made by all of the directors of MTS Group Holdings Limited in accordance with s644(5) Companies Act 2006

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

- 1 the solvency statement dated 11 September 2012 (the "**Solvency Statement**") was made not more than 15 days before the date on which the resolution of the members of the Company for the reduction of the Company's share capital was passed; and
2. the Solvency Statement was provided to each member of the Company in accordance with s642(2) Companies Act 2006, at or before the time at which the proposed resolution was sent or submitted to that member

This statement is made on 11 September 2012.



Andrew Jeremy Burchall
Director, MTS Group Holdings Limited



Rebecca Jane Watson
Director, MTS Group Holdings Limited

