**Solvency statement under section 643 of the Companies Act 2006 ("2006 Act")
made for the purposes of section 642 of the 2006 Act**

Company number: 01856199

Company name : ADT SOUTH AFRICA HOLDING LIMITED

Proposal for reduction of share capital and share premium reserve

ADT South Africa Holding Limited (the "**Company**") is proposing that:

(a)   the share capital of the Company be reduced from £138,677,502.00 by cancelling and extinguishing 138,677,501 Ordinary shares of £1.00 each. As a result of that reduction the Company's share capital will be £1.00, and the amount by which the share capital is reduced (being £138,677,501.00) be credited to the Company's profit and loss account to be treated as realised profit; and

(b)   the share premium account of the Company of £32,388,577.00 be cancelled and extinguished and be credited to a reserve which is to be treated as realised profit.
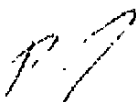
Directors' statement

We, the directors named below, being all the directors of the Company, have formed the opinion for the purposes of section 642 of the 2006 Act that:

(a)   as regards the Company's situation at the date of this statement there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and

(b)   it is intended to commence the winding up of the Company within twelve months of the date of this statement and the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up. Should the winding up not be commenced within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

In forming the above opinions we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

This statement is made on 25th February 2020.

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Signed
Mark Ayre

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Signed
Peter Schieser