

Company Number 2604354

Statement to comply with Section 644(5) Companies Act 2006
O2 HOLDINGS LIMITED
(the "Company")
17 October 2011


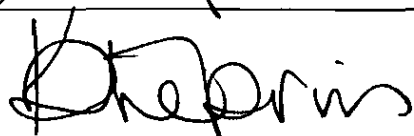

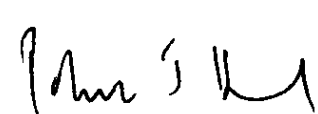
Introduction

We refer to the written special resolution of the sole shareholder of the Company dated 17 October 2011 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved the reduction to nil of the amount standing to the credit of the share premium account of the Company totalling £15,718,000,000 (the "**Reduction of Share Premium**")

Statement by the Directors

We,
Pilar López,
Kate Jarvis,
David Melcon, and
Robert Harwood

being all the Directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 17 October 2011 in relation to the Reduction of Share Premium (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided in accordance with section 642(2) of the Companies Act 2006 to the Company's sole shareholder at the same time as the proposed Written Resolution was sent to the Company's sole shareholder.

Name of Director	Signature
Pilar López	
Kate Jarvis	
David Melcon	
Robert Harwood	

WEDNESDAY



LD1

L45LDYPF
26/10/2011
COMPANIES HOUSE