

## Directors' Statement

Company No: 02955502

### BABCOCK HOLDINGS LIMITED (the "Company")

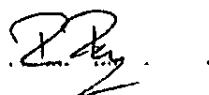
We, being all the directors of the Company, hereby confirm for the purposes of section 644(5) of the Companies Act 2006 (the "Act") that

- (a) the solvency statement made by the directors of the Company on 2015, a copy of which is attached (the "**Solvency Statement**"), was made not more than 15 days prior to the date of the passing of the special resolution by the members of the Company in respect of the reduction of share capital of the Company under section 641 of the Act, and
- (b) the Solvency Statement was provided to the members of the Company in accordance with section 642(2) of the Act


Signed by:



**Franco Martinelli**



**Peter Lloyd Rogers**



**Iain Stuart Urquhart**

Date 19 MARCH 2015

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