

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT
2006 ("CA 2006") MADE ON 6 DECEMBER 2016**

OF

EQUATOR HOLDINGS LIMITED
(the "Company")

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006

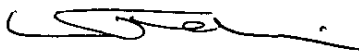
As set out in the written special resolution circulated to members on 6 December 2016, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006

The directors signed the solvency statement under section 643 of the CA 2006 (the "Solvency Statement") on 6 December 2016 and the resolution approving the reduction of capital (the "Resolution") was passed as a written special resolution on 6 December 2016

We confirm

- (i) THAT the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- (ii) THAT a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006

Signed by



Name L J Jenkinson

Date 6/12/16



Name H E Shepherd

Date 6/12/16

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09/12/2016

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