

## GRANTCHESTER DEMERGER SUBSIDIARY LIMITED

## Statement to comply with Section 644(5) Companies Act 2006

Dated 8 July 2011


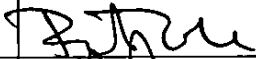
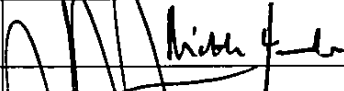


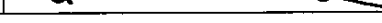
Introduction

We refer to the written resolution of the sole shareholder of the Company dated 8 July 2011 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved the reduction of the amount standing to the credit of the Share Premium Account by the sum of £31,449,999 00 down to nil (the "**Reduction of Share Premium Account**")

Statement by the directors

We, Andrew Berger-North, Peter Cole, Nick Hardie, Lawrence Hutchings, Martin Jepson and Andrew Thomson,

being the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 8 July 2011 in relation to the Reduction of Capital (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 sole shareholder

Name of Director	Signature
Andrew Berger-North	
Peter Cole	
Nick Hardie	
Lawrence Hutchings	
Martin Jepson	
Andrew Thomson	

FRIDAY



AIQ

15/07/2011  
COMPANIES HOUSE

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