

Company No 3801456

NEW CELLULAR HOLDINGS LIMITED

**Compliance Statement
under Section 644(5) Companies Act 2006**

We, the directors of New Cellular Holdings Limited (the "**Company**") confirm that the solvency statement dated 18 June 2012 made by us pursuant to sections 642-644 of the Companies Act 2006 was

- (i) made not more than 15 days before the date on which the special resolution relating to the reduction of the Company's share premium account was passed by way of written resolution, and
- (ii) provided to the members of the Company at the time at which the special resolution was submitted to them in accordance with the requirements of section 642(2) of the Companies Act 2006

This Compliance Statement is made on 18 June 2012

This Compliance Statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one Compliance Statement

Name Mark Philip Genikis

Signed



Name: Michael Cole

Signed

