

**GMG INVESTCO LIMITED**  
**(company number 03978213)**

**(the "Company")**

**STATEMENT OF COMPLIANCE MADE BY  
THE DIRECTORS OF THE COMPANY**

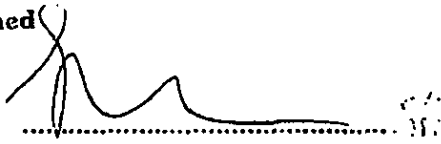
**This is a statement for the purposes of section 644(5) of the Companies Act 2006 (the "Act").**

We, the undersigned, being all the directors of the Company, hereby state that the solvency statement dated 29 March 2017 and made for the purposes of section 642 of the Act in the form as prescribed by the Companies (Reduction of Share Capital Order 2008), SI 2008/1915 and section 643 of the Act was:

1. made not more than 15 days before 29 March 2017, being the date on which the written resolution to reduce the share capital of the Company from £457,647,711 to £1.99 by reducing the nominal value per ordinary share from £1.00 to £0.0000000024 per share in the capital of the Company and reducing the nominal value per A ordinary share from £0.8494 to £0.0000000024 per A ordinary share in the capital of the Company and cancelling the entire amount standing to the credit of the Company's share premium account of £6,207,877 (the "Capital Reduction"); and that £457,647,709 to arising upon the Capital Reduction be credited to the profit and loss account of the Company, was passed as a special resolution; and
2. provided to the sole shareholder of the Company in accordance with section 642(2) of the Act, a copy of the solvency statement complying with section 643 of the Act having been sent to or submitted to the sole shareholder at or before the time at which the proposed resolution was sent or submitted to them.

**Dated: 29 March 2017**

**Signed**



**Sarah Davis**  
**Director**



**David Pemsel**  
**Director**

THURSDAY

